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Code Number: 7309  
March 8, 2018

To Those Shareholders with Voting Rights

Yozo Shimano  
President  
SHIMANO INC.  
3-77 Oimatsu-cho, Sakai-ku, Sakai City, Osaka, Japan

## Notice of Convocation of the 111th Ordinary General Meeting of Shareholders

You are cordially invited to attend the 111th Ordinary General Meeting of Shareholders of Shimano Inc.

If you are unable to attend the meeting, you can exercise your voting rights by indicating your approval or disapproval of the proposals on the enclosed ballot form and returning it or by accessing the Company's designated voting rights exercise website and exercising your voting rights by electronic means (via the Internet etc.). Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:00 p.m. (Japan Standard Time) on Monday, March 26, 2018.

1. **Date and Time:** 10:00 a.m. (Japan Standard Time), Tuesday, March 27, 2018
2. **Venue:** **Manufacturing Technology Center, Shimano Inc. Head Office**  
3-77 Oimatsu-cho, Sakai-ku, Sakai City, Osaka
3. **Agenda:**  
**Matters to be reported:** (1) The Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements for the 111th Fiscal Year (from January 1, 2017 to December 31, 2017)  
(2) Results of Audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board  
**Proposals to be resolved:**  
**Proposal No. 1:** Appropriation of Surplus  
**Proposal No. 2:** Election of 9 Directors  
**Proposal No. 3:** Election of 3 Audit & Supervisory Board Members

### Instructions for the Exercise of Voting Rights

- (1) Exercise of Voting Rights by Post  
Please indicate your approval or disapproval of the proposals on the enclosed ballot form and return it so that it arrives by 5:00 p.m. (Japan Standard Time) on Monday, March 26, 2018.
- (2) Exercise of Voting Rights via the Internet etc.  
When exercising voting rights via the Internet etc., please refer to Procedures for Exercising Voting Rights via the Internet etc. on page 2 and exercise your voting rights by 5:00 p.m. (Japan Standard Time) on Monday, March 26, 2018.  
The Company participates in the electronic voting platform for institutional investors operated by ICJ, Inc., a joint-venture company established by the Tokyo Stock Exchange Inc., etc.

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- \* Shareholders who will attend the meeting are requested to submit the enclosed ballot form at the reception desk. The reception desk will open at 9:00 a.m.
  - \* If any necessitating revisions are made to the contents of the Reference Documents for the General Meeting of Shareholders, Business Report, Non-consolidated Financial Statements or Consolidated Financial Statements up to the day before the General Meeting of Shareholders, revisions will be notified by posting on the Company's website (<http://www.shimano.com>).

### [Procedures for Exercising Voting Rights via the Internet etc.]

**When exercising your voting rights via the Internet etc., please review the matters below.**

- If attending the General Meeting of Shareholders  
The procedures for exercising voting rights by post (the ballot form) or for exercising voting rights via the Internet etc. are unnecessary.
  - If not attending the General Meeting of Shareholders
    - 1) If you exercise your voting rights by post, the procedure for exercising voting rights via the Internet etc. is unnecessary.
    - 2) If you exercise your voting rights via the Internet etc., the procedure for exercising voting rights by post is unnecessary.
1. It is possible to exercise your voting rights via the Internet only by using the following website for exercising voting rights designated by the Company. It is also possible to access the website using a cellular telephone.  
**URL of the website for exercising voting rights: <https://www.web54.net>**
  2. When exercising voting rights via the Internet, after entering the voting rights code and password recorded on the enclosed ballot form, follow the instructions on the screen to record your approval or disapproval of proposals.
  3. Although the exercise of voting rights via the Internet etc. is accepted until 5:00 p.m. (Japan Standard Time) on Monday, March 26, 2018, we request that you exercise voting rights ahead of time to facilitate tabulation of voting results.
  4. In cases of duplicated exercise of voting rights by post and the Internet etc., the exercise of voting rights via the Internet etc. will be treated as the exercise of voting rights.
  5. In cases of the exercise of voting rights multiple times via the Internet etc., the final exercise of voting rights will be treated as the valid exercise of voting rights.
  6. The Company shall not be responsible for any charge for a dial-up connection to an Internet service provider and any telecommunication charges (call charge, etc.) to a telephone carrier incurred when using the website for exercising voting rights.

### [System Environment for Exercising Voting Rights via the Internet]

The following system environment is necessary for using the website for exercising voting rights.

- 1) Access to the Internet is necessary.
- 2) When using a personal computer to exercise voting rights, Microsoft® Internet Explorer 5.01 SP2 or later are necessary as browser software. A hardware environment in which the above Internet browser software can be used is necessary.
- 3) When using a cellular telephone to exercise voting rights, a model that supports 128-bit SSL communication is necessary. (To ensure security, only cellular telephone models that support 128-bit SSL communication (encrypted communication) are supported. Some cellular telephone models cannot be used. The full browser function of cellular telephones including smartphones may be used for exercising the voting rights. However, please note that certain cellular telephone models cannot be used for exercising the voting rights.)  
(Internet Explorer is a trademark and a product of Microsoft Corporation of the United States.)

### [Inquiries Concerning Exercising Voting Rights via the Internet]

If you have any questions concerning the exercise of voting rights via the Internet, please address inquiries to the following point of contact.

Shareholder Registry Administrator: Sumitomo Mitsui Trust Bank, Limited

Dedicated number: ☎ 0120-652-031 (available from 9:00 a.m. to 9:00 p.m. (Japan Standard Time))

Inquiries other than about exercise of voting rights: ☎ 0120-782-031 (open from 9:00 a.m. to 5:00 p.m. (Japan Standard Time) on weekdays)

## Reference Documents for the General Meeting of Shareholders

### Proposal No. 1 Appropriation of Surplus

The Company considers the return of earnings to shareholders to be one of the most important issues for management. The Company's basic policy is to continue providing stable returns reflecting overall business performance and strategy.

In accordance with the above policy, we propose payment of the year-end dividends for fiscal year 2017, as detailed below.

As the Company has paid an interim dividend of 77.50 yen per share, the annual dividend will amount to 155.00 yen per share.

(1) Type of dividend property: Cash

(2) Matters concerning the allotment of dividend property to shareholders and the total amount:

77.50 yen per share of the Company's common stock, for a total amount of 7,184,461,110 yen

Breakdown:

Ordinary dividend 6.25 yen

Special dividend 71.25 yen

(3) Effective date of dividends from surplus:

March 28, 2018 (Wednesday)

**Proposal No. 2 Election of 9 Directors**

The terms of office of the following 8 Directors will expire at the close of this General Meeting of Shareholders: Messrs. Yozo Shimano, Yoshihiro Hirata, Taizo Shimano, Masahiro Tsuzaki, Takashi Toyoshima, Kiyoshi Tarutani, Yasuhiro Hitomi, and Hiroshi Matsui. Accordingly, we request the election of 9 Directors.

The candidates for Directors are listed below.

Messrs. Masahiro Ohtake and Kinji Kiyotani are new candidates for the position of Director.

Candidate No.	Name (Date of birth)	Career summary, position, assignment, and significant concurrent positions	Number of shares of the Company held
1	Yozo Shimano (Nov. 12, 1948)  <u>Reappointment</u>	<p>Mar. 1974      Joined Shimano Inc.  Feb. 1986      Director and Vice President, Sales Planning Dept.  Dec. 1987      Director and Vice President, Domestic Fishing Tackle Sales Dept.  Sep. 1990      Director and Head of Fishing Operations Div.  Jan. 1995      Representative Director and Senior Executive Vice President  Mar. 2001      Representative Director and President (to present)</p> <p>Significant concurrent positions:  Chairman, Shimano (Singapore) Pte. Ltd.  Chairman, Shimano Components (Malaysia) Sdn. Bhd.  President, Taiyo Kogyo Co., Ltd.  Chairman, Japan Fishing Tackle Manufacturers Association</p>	801,600 shares
2	Yoshihiro Hirata (Jul. 21, 1955)  <u>Reappointment</u>	<p>Mar. 1979      Joined Shimano Inc.  Jan. 2002      Vice President, Sales Dept., Bicycle Components Div.  Jan. 2006      Vice President, Accounting Dept. and Information Systems Dept., General Operations Div.  Mar. 2006      Director and Senior Vice President, Accounting Dept. and Information Systems Dept., General Operations Div.  Apr. 2007      Director and Senior Vice President, Accounting Dept., Information Systems Dept. and Internal Control Office, General Operations Div.  Jan. 2013      Director and Senior Vice President, Accounting Dept. and Information Systems Dept., General Operations Div.  Jan. 2014      Director and Senior Vice President, Head of Lifestyle Gear Div.  Mar. 2014      Executive Vice President and Head of Lifestyle Gear Div.  Jan. 2017      Executive Vice President, Head of General Operations Div. and Supervising of Lifestyle Gear Div.  Mar. 2017      Executive Vice President, Head of General Operations Div., Supervising of Lifestyle Gear Div., and Chief of Internal Auditing Officer (to present)</p>	4,100 shares

Candidate No.	Name (Date of birth)	Career summary, position, assignment, and significant concurrent positions		Number of shares of the Company held
3	Taizo Shimano (Dec. 17, 1966)  <u>Reappointment</u>	Sep. 1991 Jul. 2004  Apr. 2006  Jan. 2010 Mar. 2010 Mar. 2016  Jan. 2018	Joined Shimano Inc. Vice President and Factory Manager, Shimano (Kunshan) Bicycle Components Co., Ltd. Vice President, Marketing Dept., Bicycle Components Div. Head of Fishing Operations Div. Director and Head of Fishing Operations Div. Executive Vice President and Head of Fishing Operations Div. Executive Vice President, Supervising of Fishing Operations Div. and Chief of Marketing Officer, Bicycle Components Div. (to present)	108,185 shares
4	Masahiro Tsuzaki (May 12, 1956)  <u>Reappointment</u>	Mar. 1980 Jan. 2006 Jan. 2009  Jan. 2010  Mar. 2010  Mar. 2016  Jul. 2016  Jan. 2018	Joined Shimano Inc. Vice President, Corporate Communications Vice President, Corporate Communications & Human Resources Dept., General Operations Div. Vice President, Corporate Communications Dept. and Human Resources Dept., General Operations Div. Director and Senior Vice President, Corporate Communications Dept. and Human Resources Dept., General Operations Div. Executive Vice President, Chief of Human Resources and Corporate Communications Officer, General Operations Div. Executive Vice President, Chief of Human Resources and Corporate Communications Officer, General Operations Div. and Senior Vice President, Corporate Communications Dept. Executive Vice President, Chief of Human Resources, Corporate Communications and General Affairs Officer, General Operations Div. and Senior Vice President, Corporate Communications Dept. (to present)	5,600 shares

Candidate No.	Name (Date of birth)	Career summary, position, assignment, and significant concurrent positions		Number of shares of the Company held
5	Takashi Toyoshima (Jun. 12, 1956)  <u>Reappointment</u>	Oct. 2001  Apr. 2002  Oct. 2002  Oct. 2004  May 2007  Jan. 2008  Mar. 2010  Mar. 2016  Jan. 2017  Jan. 2018	General Manager, Imaging Systems Development Dept. and General Manager, Imaging Systems Purchasing Dept., Imaging Systems Company, Olympus Optical Co., Ltd. Division Manager, Imaging Systems Development & Purchasing Division and General Manager, Design Office, Olympus Optical Co., Ltd. Managing Director, Olympus Hong Kong and China Ltd. Director and Division Manager, Imaging Systems Purchasing Group, General Manager, Components Business Promotion Dept., and General Manager, Imaging Systems OEM Procurement Dept., Olympus Imaging Corp. Joined Shimano Inc. Technology Advisor, Bicycle Components Div. Vice President, System Engineering Dept., Bicycle Components Div. Director and Senior Vice President, System Engineering Dept., Bicycle Components Div. Executive Vice President and Chief of Technology Officer Executive Vice President, Chief of Technology Officer, Bicycle Components Div. and Senior Vice President, Technology R&D Dept. and SMA (Shimano Modular Architecture) Development Dept., Bicycle Components Div. Executive Vice President, Chief of Technology Officer, Bicycle Components Div. and Senior Vice President, Technology R&D Dept., SMA (Shimano Modular Architecture) Development Dept. and Product R&D Dept., Bicycle Components Div. (to present)	1,800 shares
6	Kiyoshi Tarutani (Nov. 2, 1959)  <u>Reappointment</u>	Mar. 1982 Jul. 1994  Jan. 2004 Jan. 2008 Mar. 2010 Jan. 2013	Joined Shimano Inc. Vice President, Shimano (Kunshan) Bicycle Components Co., Ltd. Vice President, Quality Control Div. President, Shimano (Singapore) Pte. Ltd. Director, Shimano Inc. Director and Senior Vice President, Quality Control Div. (to present)	2,600 shares

Candidate No.	Name (Date of birth)	Career summary, position, assignment, and significant concurrent positions		Number of shares of the Company held
7	Hiroshi Matsui (Feb. 8, 1961)  <u>Reappointment</u>	Mar. 2005	Managing Director, Mizuho Capital Markets (UK) Limited	900 shares
		Apr. 2008	General Manager, Syndicated Finance Structuring Div., Mizuho Corporate Bank, Ltd.	
		Jul. 2011	Joined Shimano Inc. Vice President, Corporate Administration Dept., General Operations Div.	
		Jan. 2012	Vice President, Corporate Administration Dept. and General Affairs Dept., General Operations Div.	
		Mar. 2012	Director and Senior Vice President, General Affairs Dept., General Operations Div. and Corporate Planning Dept.	
		Jan. 2013	Director and Senior Vice President, General Affairs Dept., General Operations Div., and Corporate Planning Dept., and Head of Aifie Div.	
		Jan. 2016	Director and Senior Vice President, General Operations Div., Supervising of General Affairs Dept. and Accounting Dept. and in charge of Business Administration Dept., Corporate Planning Dept. and Aifie Div.	
		Jul. 2017	President, Shimano North America Holding, Inc. (to present)	
		Jan. 2018	Director and Senior Vice President, Business Administration Dept., General Operations Div.; Corporate Planning Dept., and Aifie Div. (to present)	
		Significant concurrent positions: President of Shimano North America Holding, Inc.		
8	Masahiro Ohtake (Jan. 11, 1963)  <u>New candidate</u>	Oct. 2014	Principal, Hay Consulting Group Co., Ltd..	0 shares
		Jan. 2016	Joined Shimano Inc. Senior Vice President in charge of Human Resources Planning, Human Resources Dept., General Operations Div.	
		Jul. 2016	Senior Vice President, Human Resources Dept., General Operations Div. (to present)	
9	Kinji Kiyotani (Jan. 28, 1960)  <u>New candidate</u>	Mar. 1984	Joined Shimano Inc.	1,000 shares
		Jan. 2012	Senior Vice President, Production Dept., Fishing Operations Div.	
		Jan. 2018	Head of Fishing Operations Div. and Senior Vice President, Production Dept., Fishing Operations Div. (to present)	

Note: No conflict of interest exists between the Company and the above candidates.

### Proposal No. 3 Election of 3 Audit & Supervisory Board Members

The terms of office of the following 3 Audit & Supervisory Board Members will expire at the close of this General Meeting of Shareholders: Messrs. Hideo Katsuoka, Gohei Matsumoto, and Kanako Nozue. Accordingly, we request the election of 3 Audit & Supervisory Board Members.

The consent of the Audit & Supervisory Board has been obtained concerning this proposal.

The candidates for Audit & Supervisory Board Members are listed below.

Mr. Toshihiko Hashimoto is a new candidate for the position of Audit & Supervisory Board Member.

Candidate No.	Name (Date of birth)	Career summary, position and significant concurrent positions		Number of shares of the Company held
1	Hideo Katsuoka (Mar. 23, 1953)  <u>Reappointment</u>	Mar. 1971 Jan. 2008  Mar. 2010  Jan. 2014  Mar. 2014	Joined Shimano Inc. Factory Manager and Vice President, Shimonoseki Factory, Production Dept., Bicycle Components Div. Director, Factory Manager and Senior Vice President, Shimonoseki Factory, Production Dept., Bicycle Components Div. Director and Senior Vice President, Shimonoseki Factory, Production Dept., Bicycle Components Div. Full-time Audit & Supervisory Board Member (to present)	1,300 shares
2	Kanako Nozue (Aug. 17, 1969)  <u>Reappointment</u>	Oct. 2001  May 2004 Aug. 2007 Mar. 2014	Certified as attorney-at-law Joined Kikkawa Law Firm Joined Nozue Law Firm Joined Tsujinaka Law Firm (to present) Audit & Supervisory Board Member, Shimano Inc. (to present)  Significant concurrent positions: Attorney-at-law, Tsujinaka Law Firm	0 shares
3	Toshihiko Hashimoto (Jan. 29, 1954)  <u>New candidate</u>	Apr. 1977 Jul. 2012 Jul. 2013 Aug. 2014	Administrative Official, Ministry of Finance Deputy Director, Osaka Regional Taxation Bureau Director, Kobe Tax Office Opened Hashimoto Certified Tax Accountant Office (to present)  Significant concurrent positions: Certified Tax Accountant, Hashimoto Certified Tax Accountant Office	0 shares

Notes: 1. No conflict of interest exists between the Company and the above candidates.

2. Ms. Kanako Nozue and Mr. Toshihiko Hashimoto are candidates for Outside Audit & Supervisory Board Members.

(Notes on candidates for Outside Audit & Supervisory Board Members)

1) Ms. Kanako Nozue is an attorney-at-law and her knowledge and experience make her an extremely valuable person for ensuring the legal compliance of the execution of the Company's business. There is no business relationship, such as an agreement for legal services, between the Company and the Tsujinaka Law Firm with which Ms. Nozue is affiliated.

Mr. Toshihiko Hashimoto is a certified tax accountant and his knowledge and experience make him an extremely valuable person for ensuring the legal compliance of the execution of the Company's business. There is no business relationship, such as an agreement for tax advisory services, between the Company and the certified tax accountant office with which Mr. Hashimoto is affiliated.

2) Although neither Ms. Kanako Nozue nor Mr. Toshihiko Hashimoto has experience of direct involvement in corporate management, they have ample knowledge of corporate governance for the above-stated reasons. The Company therefore believes they can appropriately execute the duties of an Outside Audit & Supervisory Board Member.

3) Ms. Kanako Nozue's tenure of office as an Outside Audit & Supervisory Board Member of the Company will be 4 years at the conclusion of this General Meeting of Shareholders.

4) The Company has entered into a limited liability contract with Ms. Kanako Nozue, whereby her liability is limited to the amount provided for by laws and regulations. Upon approval of the reappointment of Ms. Kanako Nozue, the Company intends to maintain the above-mentioned limited liability contract with her.

Upon approval of the appointment of Mr. Toshihiko Hashimoto, the Company intends to enter into a contract with him of the same nature as that with Ms. Kanako Nozue.

5) The Company has filed a notification with the Tokyo Stock Exchange for Ms. Kanako Nozue as an independent officer defined by the rules of said Exchange. Upon approval of the reappointment of Ms. Kanako Nozue, the Company intends to continue her appointment as an independent officer. Provided that this Proposal is approved, the Company intends to file a notification with the Tokyo Stock Exchange for Mr. Toshihiko Hashimoto as an independent officer.



## **[Reference] Independence Criteria for Outside Officers**

The Company's Board of Directors has determined the criteria for independence of Outside Directors and Outside Audit & Supervisory Board Members (hereinafter collectively called, "Outside Officers") as follows:

- 1) If none of the following attributes applies to an Outside Officer, the Company judges that such Outside Officer is independent from the Company. (\*1)
  1. A major shareholder of the Company (holding 10% or more of the voting rights of the Company at the end of the most recent fiscal year) or an executive officer (\*2) thereof
  2. A person whose major business partner (\*3) is the Company or an executive officer thereof
  3. A person who is a major business partner of the Company or an executive officer thereof
  4. A person engaged in auditing of the Company or any of its consolidated subsidiaries as the Accounting Auditor of the Company or a consolidated subsidiary or as an employee thereof
  5. An attorney-at-law, judicial scrivener, patent attorney, certified public accountant, certified tax accountant, consultant, etc. who has received cash or other property exceeding 10 million yen from the Company in the most recent fiscal year other than officer remuneration (or if such person is an organization, such as a corporation or an association, a person who is affiliated with an organization whose revenue from the Company exceeds 2% of its annual revenue)
  6. A principal lender to the Company (a lender whose name is indicated in the business report for the most recent fiscal year) or an executive officer thereof
  7. A person who has received a donation exceeding 10 million yen from the Company in the most recent fiscal year (or if such person is an organization, such as a corporation or an association, an executive officer of an organization whose revenue from the Company exceeds 2% of its annual revenue)
  8. A person to whom any of 1 to 7 above applied in the most recent three fiscal years
  9. A spouse or relative within the second degree of kinship of a person to whom any of 1 to 8 above applies (only a significant person)
  10. A spouse or relative within the second degree of kinship of an executive officer of the Company or a subsidiary (if a person is an employee, only a significant person)
  11. A spouse or relative within the second degree of kinship of an executive officer of the Company or a subsidiary (if a person is an employee, only a significant person) in the most recent three fiscal years
  12. In addition to the preceding items, a person who has a special reason that prevents him/her fulfilling his/her duty as an independent Outside Officer, such as a risk of causing permanent conflict of interest with the Company
  13. Even in the case of a person to whom any of the preceding items applies, if the Company considers the person is appropriate as an independent Outside Officer in light of his/her personality and insight, etc., the Company may appoint such person as an Outside Officer, provided that the Company explains the reasons why the Company considers him/her appropriate as an Outside Officer to external parties.
- 2) An Outside Officer who is considered to be independent in accordance with the Criteria shall notify the Company immediately if he/she loses his/her independence.

\*1. An investigation shall be conducted to the extent that is economical and reasonable.

\*2. An executive officer is a person to whom any of the following applies.

- 1) An executive director, an executive or any other officer who executes business of a corporation etc.
- 2) An employee who executes business, a person who executes duties stipulated in Article 598, Paragraph 1 of the Companies Act, or any person with a similar role
- 3) An employee

\*3. A major business partner is a person to whom sales exceed 2% of annual consolidated sales for the most recent fiscal year.

## BUSINESS REPORT

(From January 1, 2017 to December 31, 2017)

### **1. Overview of the Shimano Group**

#### (1) Review of Operations and Results

During fiscal year 2017, the European economies were on a recovery trajectory as companies' investment sentiment picked up in light of the increase in exports, in addition to continued improvement in the labor market and recovery of personal consumption. In the U.S., despite temporary negative effects on personal consumption in the aftermath of two major hurricanes, moderate economic expansion continued, driven by the buoyant labor market and improved consumer sentiment.

In Japan, while the robust labor market supported personal consumption and the economy followed a moderate recovery track, the recovery lacked vigor.

In these circumstances, inspired by our mission—"To promote health and happiness through the enjoyment of nature and the world around us"—the Shimano Group sought to attract consumers with a stream of captivating products designed to enrich the experience of cyclists and anglers around the world, and moreover attuned to the contemporary emphasis on well-being and the environment.

As a result, for fiscal year 2017, net sales increased 4.0% from the previous year to 335,800 million yen. Operating income decreased 0.3% to 64,351 million yen, ordinary income decreased 20.4% to 55,748 million yen, and net income attributable to owners of parent decreased 24.6% to 38,443 million yen.

### **Reportable Segment Overview**

#### *Bicycle Components*

In Europe, while retail sales of completed bicycles were somewhat sluggish at the beginning of the year, sales picked up from the middle of the year and were eventually at the same level as the previous year. Accordingly, distributor inventories of bicycles in Europe remained at an appropriate level.

In North America, although retail sales of completed bicycles lacked vigor and were approximately the same as the previous year's level, distributor inventories were somewhat low.

In China, retail sales of completed bicycles were below the previous year's level as retail sales of low-end bicycles were lackluster, although distributor inventories remained at an appropriate level.

With regard to the other emerging markets, whereas retail sales of completed bicycles in Southeast Asia remained at the same level as the previous year, retail sales of completed bicycles in South America were beginning to recover, particularly in Brazil and Argentina. Distributor inventories were at an appropriate level both in Southeast Asia and South America.

In the Japanese market, retail sales of both sports bicycles and community bicycles were lackluster, but distributor inventories remained at an appropriate level.

Under these market conditions, sales of the flagship road bike component DURA-ACE DI2 (electronic shifting system) and the SHIMANO STEPS E8000 drive unit for E-MTB, for which shipments began at the end of 2016, were robust. Sales of both the DEORE mountain bike components released in May 2017 and the ULTEGRA road bike components released in June 2017 remained robust, and the additional ULTEGRA DI2 (electronic shifting system) and disc brakes released in August 2017 were also well received in the market.

As a result, net sales from this segment increased 4.1% from the previous year to 270,206 million yen, and operating income decreased 0.8% to 57,410 million yen.

#### *Fishing Tackle*

The Japanese market was robust, benefitting from the relatively stable weather throughout the year.

Overseas, the North American market was severely affected by two major hurricanes directly hitting its two major markets, Texas and Florida. In Europe, distributor inventories increased, as retail sales fell into a slump in the UK, which led the market in the first half of the year, as well as in the major markets of Germany and Italy. In Australia, despite a delay in the start of the fishing season and the sluggish performance of major chain stores, sales stabilized in the second half of the year and the market was robust. On the other hand, in Asia, sales in China and South Korea continued to be robust as per the previous year,

and the recovery trend of the Southeast Asian market became evident.

Under these market conditions, in Japan, lure-related products and other new products achieved robust sales. As a result, sales in Japan exceeded the previous year's level. Overseas, although sales in North America lacked vigor because of the market conditions, overseas sales on the whole exceeded the previous year's level thanks to buoyant sales in Asia.

As a result, net sales from this segment increased 3.3% from the previous year to 65,220 million yen, and operating income increased 2.5% to 7,013 million yen.

#### Others

Net sales from this segment decreased 6.5% from the previous year to 373 million yen and an operating loss of 72 million yen was recorded, following an operating loss of 170 million yen for the previous year.

### 1) Sales by segment

	FY2016 January 1, 2016 to December 31, 2016		FY2017 January 1, 2017 to December 31, 2017		Year-over-year change (Figures in parentheses indicate a decrease.)	
	Amount	Percentage of total	Amount	Percentage of total	Amount	Percentage change
	Millions of yen	%	Millions of yen	%	Millions of yen	%
Bicycle Components	259,455	80.3	270,206	80.5	10,751	4.1
Fishing Tackle	63,143	19.6	65,220	19.4	2,076	3.3
Others	399	0.1	373	0.1	(26)	(6.5)
Total	322,998	100.0	335,800	100.0	12,801	4.0

### 2) Situation by segment

#### 1. Trend of sales by segment

(Millions of yen)

	FY2014 (108th) January 1, 2014 to December 31, 2014	FY2015 (109th) January 1, 2015 to December 31, 2015	FY2016 (110th) January 1, 2016 to December 31, 2016	FY2017 (111th) January 1, 2017 to December 31, 2017
Bicycle Components	273,955	314,010	259,455	270,206
Fishing Tackle	58,825	64,245	63,143	65,220
Others	387	390	399	373

#### 2. Trend of operating income by segment

(Millions of yen)

	FY2014 (108th) January 1, 2014 to December 31, 2014	FY2015 (109th) January 1, 2015 to December 31, 2015	FY2016 (110th) January 1, 2016 to December 31, 2016	FY2017 (111th) January 1, 2017 to December 31, 2017
Bicycle Components	62,033	79,816	57,874	57,410
Fishing Tackle	3,943	5,372	6,842	7,013
Others	(160)	(135)	(170)	(72)

Note: Figures in parentheses indicate operating loss.

#### 3. Trend of net sales by geographical area

(Millions of yen)

	FY2014 (108th) January 1, 2014 to December 31, 2014	FY2015 (109th) January 1, 2015 to December 31, 2015	FY2016 (110th) January 1, 2016 to December 31, 2016	FY2017 (111th) January 1, 2017 to December 31, 2017
Japan	33,243	34,889	37,004	38,305
North America	35,977	41,519	35,215	35,770
Europe	121,584	144,664	123,009	128,347
Asia	126,777	139,416	113,517	116,513
Others	15,585	18,155	14,251	16,863

Note: Net sales are classified by countries and regions according to customer location.

## (2) Capital Investment and Financing

Consolidated capital investment totaled 15,257 million yen during the fiscal year ended December 31, 2017. Capital investment was mainly used for reinforcing product development capabilities, increasing production capacity and reducing cost of sales. By segment, capital investment totaled 11,989 million yen for bicycle components, 1,601 million yen for fishing tackle, 2 million yen for others, and 1,663 million yen for Company-wide (common). All capital investment was financed from cash flow and borrowings.

(Millions of yen)

	FY2014 (108th) January 1, 2014 to December 31, 2014	FY2015 (109th) January 1, 2015 to December 31, 2015	FY2016 (110th) January 1, 2016 to December 31, 2016	FY2017 (111th) January 1, 2017 to December 31, 2017
Bicycle Components	22,534	23,956	20,379	11,989
Fishing Tackle	3,931	419	2,882	1,601
Others	188	8	25	2
Company-wide (common)	4,757	4,796	8,395	1,663
Total	31,412	29,182	31,683	15,257

Note: The amount of capital investment stated under "Company-wide (common)" concerns administrative departments.

## (3) Summary of Assets and Profits

### 1) Assets and profits of the Shimano Group

	FY2014 (108th) January 1, 2014 to December 31, 2014	FY2015 (109th) January 1, 2015 to December 31, 2015	FY2016 (110th) January 1, 2016 to December 31, 2016	FY2017 (111th) January 1, 2017 to December 31, 2017
Net sales (Millions of yen)	333,168	378,645	322,998	335,800
Ordinary income (Millions of yen)	71,019	101,110	70,002	55,748
Net income attributable to owners of parent (Millions of yen)	51,237	76,190	50,964	38,443
Basic earnings per share	552.70 yen	821.87 yen	549.76 yen	414.69 yen
Net assets (Millions of yen)	331,195	371,298	391,381	430,465
Total assets (Millions of yen)	396,967	429,080	443,954	488,770

Note: Basic earnings per share is computed based on the average number of outstanding shares during the fiscal year, excluding treasury stock.

### 2) Assets and profits of the Company

	FY2014 (108th) January 1, 2014 to December 31, 2014	FY2015 (109th) January 1, 2015 to December 31, 2015	FY2016 (110th) January 1, 2016 to December 31, 2016	FY2017 (111th) January 1, 2017 to December 31, 2017
Net sales (Millions of yen)	253,565	292,477	181,215	191,088
Ordinary income (Millions of yen)	27,663	34,522	31,216	31,483
Net income (Millions of yen)	19,835	23,813	22,224	23,509
Basic earnings per share	213.96 yen	256.88 yen	239.73 yen	253.60 yen
Net assets (Millions of yen)	106,943	119,508	127,387	137,233
Total assets (Millions of yen)	146,582	159,013	157,594	177,440

Note: Basic earnings per share is computed based on the average number of outstanding shares during the fiscal year, excluding treasury stock.

## (4) Issues to be Addressed

In Europe, recovery of personal consumption is expected to continue thanks to an improvement in the employment environment, but exports, which have always been the key to economic recovery, may slow down due to the euro's appreciation. In the U.S., the economy will be upheld by a better corporate investment sentiment resulting from tax reforms and by recovery in personal consumption on the back of a good employment environment, but concerns exist that the increasing risk of global conflict and confusion in domestic politics will pour cold water on the economy.

Meanwhile, in Japan, the economy is expected to sustain a recovery tone on the back of firm domestic and overseas demand, but market turmoil resulting from rising geopolitical risks on the Korean Peninsula and in the Middle East, as well as U.S. policy developments, could have an impact on the economy, which

cannot be ignored.

In these circumstances, the Shimano Group, while closely monitoring economic trends in Japan and overseas, is endeavoring to further enhance management efficiency. We will pursue the creation of new cycling and fishing culture.

We request your continuing support in our endeavors.

(5) Principal Business Segments

Segment	Description of main businesses
Bicycle Components	Manufacture and sale of derailleurs and other drive components, brakes and other braking components, other bicycle components and related goods
Fishing Tackle	Manufacture and sale of reels, rods and other recreational fishing gear
Others	Manufacture and sale of cold-forged products for auto-related applications; manufacture and sale of rowing-related equipment

(6) Principal Sales Offices and Factories

1) Principal operating sites of the Company

Head office		3-77 Oimatsu-cho, Sakai-ku, Sakai City, Osaka
Factories	Sakai Factory	Sakai-ku, Sakai City, Osaka
	Shimonoseki Factory	Shimonoseki City, Yamaguchi Prefecture
Sales offices	Saitama Sales Office	Ageo City, Saitama Prefecture
	Tokyo Sales Office	Ota-ku, Tokyo
	Nagoya Sales Office	Nakagawa-ku, Nagoya City, Aichi Prefecture
	Osaka Sales Office	Sakai-ku, Sakai City, Osaka
	Chushikoku Sales Office	Minami-ku, Okayama City, Okayama Prefecture
	Kyushu Sales Office	Tosu City, Saga Prefecture

2) Principal operating sites of subsidiaries

Domestic	Shimano Sales Co., Ltd.	Sakai-ku, Sakai City, Osaka
	Shimano Kumamoto Co., Ltd.	Yamaga City, Kumamoto Prefecture

Overseas	Shimano (Singapore) Pte. Ltd.	Singapore
	Shimano Components (Malaysia) Sdn. Bhd.	Malaysia
	Shimano North America Holding, Inc.	USA
	Shimano (Kunshan) Bicycle Components Co., Ltd.	China
	Shimano Europe Holding B.V.	The Netherlands
	Shimano Europe B.V.	The Netherlands
	Shimano (Tianjin) Bicycle Components Co., Ltd.	China
	DashAmerica, Inc. (Pearl Izumi USA)	USA
	Shimano Czech Republic, s.r.o.	Czech Republic

(7) Employees

Segment	Number of employees	
Bicycle Components	8,476	(1,131)
Fishing Tackle	2,602	(575)
Others	185	(36)
Company-wide (common)	566	(88)
Total	11,829	(1,830)

Notes:

1. Figures refer to full-time employees (excluding any employees on assignment from the Shimano Group to other firms, but including any employees on transfer from outside the Shimano Group). Annual average numbers of part-time employees in each segment are shown in parentheses.
2. "Company-wide (common)" figures refer to employees that belong to administrative departments.
3. Part-time employees are defined as anyone working for the Shimano Group on anything less than a full-time basis (excluding any temporary staff).

## (8) Principal Lenders

Lender	Outstanding borrowings (Millions of yen)
MUFG Union Bank, N.A.	3,887
Mizuho Bank, Ltd.	1,808
The Bank of Tokyo-Mitsubishi UFJ, Ltd.	1,549

## (9) Major Subsidiaries

Company name	Common stock	Ownership %	Principal business
Shimano (Singapore) Pte. Ltd.	S\$ 65,994 thousand	100	Manufacture and sale of bicycle components
Shimano Components (Malaysia) Sdn. Bhd.	RM18,000 thousand	100 (100)	Manufacture and sale of bicycle components and manufacture of fishing tackle
Shimano North America Holding, Inc.	US\$ 14,000 thousand	99	Sale of bicycle components and fishing tackle and management of sales subsidiaries in North America
Shimano (Kunshan) Bicycle Components Co., Ltd.	US\$ 34,500 thousand	100 (100)	Manufacture and sale of bicycle components
Shimano Europe Holding B.V.	EUR 5,148 thousand	100	Management of sales subsidiaries in Europe
Shimano Sales Co., Ltd.	JPY 277 million	100	Sale of bicycle components and fishing tackle; repair and storage
Shimano Europe B.V.	EUR 18 thousand	100 (100)	Sale of bicycle components and management of bicycle components sales subsidiaries in Europe
Shimano (Tianjin) Bicycle Components Co., Ltd.	US\$ 24,000 thousand	100 (100)	Manufacture and sale of bicycle components
DashAmerica, Inc. (Pearl Izumi USA)	US\$ 65,696 thousand	99 (99)	Sale of bicycle components
Shimano Czech Republic, s.r.o.	CZK 90,100 thousand	100 (100)	Manufacture of bicycle components

Note: Figures in parentheses refer to parent company equity stakes held via indirect ownership.

**2. Share-related information**

- (1) Total number of shares authorized: 262,400,000 shares
- (2) Total number of shares issued: 92,720,000 shares (including treasury stock of 17,276 shares)
- (3) Number of shareholders: 8,534
- (4) Major shareholders (Top 10)

Name of shareholder	Number of shares (Thousands of shares)	Percentage of ownership (%)
Minato Kosan Co., Ltd.	7,665	8.27
Japan Trustee Services Bank, Ltd. (trust account)	4,559	4.92
The Master Trust Bank of Japan, Ltd. (trust account)	4,195	4.53
Taiyo Kogyo Co., Ltd.	4,060	4.38
JP MORGAN CHASE BANK 380072	2,761	2.98
Three S Co., Ltd.	2,171	2.34
Nippon Life Insurance Company	2,098	2.26
The Bank of Tokyo-Mitsubishi UFJ, Ltd.	2,066	2.23
GIC PRIVATE LIMITED - C	1,714	1.85
Resona Bank, Limited.	1,711	1.85

Note: The percentage of ownership is calculated excluding treasury stock (17,276 shares).

### 3. Information related to Directors and Audit & Supervisory Board Members

#### (1) Directors and Audit & Supervisory Board Members

(As of December 31, 2017)

Title	Name	Assignment	Significant concurrent positions
President Representative Director	Yozo Shimano	Chairman of the Board	Chairman, Shimano (Singapore) Pte. Ltd. Chairman, Shimano Components (Malaysia) Sdn. Bhd. President, Taiyo Kogyo Co., Ltd. Chairman, Japan Fishing Tackle Manufacturers Association
Deputy President Representative Director	Keiji Kakutani		
Senior Executive Vice President	Shinji Wada	Chief of Manufacturing Officer	
Executive Vice President	Satoshi Yuasa	Head of Bicycle Components Div.	
Executive Vice President	Yoshihiro Hirata	Head of General Operations Div., Supervising of Lifestyle Gear Div., and Chief of Internal Auditing Officer	
Executive Vice President	Taizo Shimano	Head of Fishing Operations Div.; Senior Vice President, Planning Dept., Fishing Operations Div.; Senior Vice President, Sales Promotion Dept., Fishing Operations Div.	
Executive Vice President	Masahiro Tsuzaki	Chief of Human Resources and Corporate Communications Officer, General Operations Div. and Senior Vice President, Corporate Communications Dept.	
Executive Vice President	Takashi Toyoshima	Chief of Technology Officer, Bicycle Components Div. and Senior Vice President, Technology R&D Dept. and SMA (Shimano Modular Architecture) Development Dept., Bicycle Components Div.	
Director	Kiyoshi Tarutani	Senior Vice President, Quality Control Div.	
Director	Yasuhiro Hitomi	Chief of Research & Development Dept., Fishing Operations Div.	
Director	Chia Chin Seng		President, Shimano (Singapore) Pte. Ltd. President, Shimano Components (Malaysia) Sdn. Bhd. Chairman, Shimano (Kunshan) Bicycle Components Co., Ltd. Chairman and President, Shimano (Tianjin) Bicycle Components Co., Ltd.

Title	Name	Assignment	Significant concurrent positions
Director	Hiroshi Matsui	Senior Vice President, General Operations Div. Supervising -General Affairs Dept. -Accounting Dept. In charge of -Corporate Administration Dept. -Corporate Planning Dept. -Aifie Div.	President of Shimano North America Holding, Inc.
Director	Tomohiro Ohtsu	Senior Vice President, Production Engineering Dept. Shimano Research Laboratories, and SPC (Shimano Process Control) Development Dept.	
Director	Kazuo Ichijo		Dean and Professor, Graduate School of International Corporate Strategy, Hitotsubashi University Adjunct Professor, International Institute for Management Development Outside Director, Information Services International-Dentsu, Ltd. Outside Director, PIA Corporation
Director	Mitsuhiro Katsumaru		Of Counsel, SHIBA INTERNATIONAL Law Offices Outside Director, TAIYO NIPPON SANSEI CORPORATION Outside Director, MoriX Co., Ltd. Adjunct Instructor, Graduate Program for Public Policy Studies, Kyoto University School of Government Adjunct Instructor, Graduate School of Law, Kyoto University
Full-time Audit & Supervisory Board Member	Koichi Shimazu		
Full-time Audit & Supervisory Board Member	Hideo Katsuoka		
Audit & Supervisory Board Member	Gohei Matsumoto		Certified tax accountant, Matsumoto Certified Tax Accountant Office
Audit & Supervisory Board Member	Kanako Nozue		Attorney-at-law, Tsujiyama Law Firm

Notes:

1. Directors Kazuo Ichijo and Mitsuhiro Katsumaru are Outside Directors as defined in Article 2, Item 15 of the Companies Act.



2. Audit & Supervisory Board Members Gohei Matsumoto and Kanako Nozue are Outside Audit & Supervisory Board Members as defined in Article 2, Item 16 of the Companies Act.
3. The Company has filed notifications with Tokyo Stock Exchange, Inc. for all of its Outside Directors and Outside Audit & Supervisory Board Members as independent officers.
4. Audit & Supervisory Board Member Gohei Matsumoto is a certified tax accountant and possesses considerable knowledge of tax and accounting matters.
5. The changes made to the assignment of Directors after December 31, 2017, are as follows:

Name	Before the change	After the change	Date of change
Satoshi Yuasa	Head of Bicycle Components Div.	Head of Bicycle Components Div. and Senior Vice President, Sales Administration Dept., Bicycle Components Div.	As of January 1, 2018
Taizo Shimano	Head of Fishing Operations Div.; Senior Vice President, Planning Dept., Fishing Operations Div.; Senior Vice President, Sales Promotion Dept., Fishing Operations Div.	Supervising of Fishing Operations Div. and Chief of Marketing Officer, Bicycle Components Div.	As of January 1, 2018
Masahiro Tsuzaki	Chief of Human Resources and Corporate Communications Officer, General Operations Div. and Senior Vice President, Corporate Communications Dept.	Chief of Human Resources, Corporate Communications and General Affairs Officer, General Operations Div. and Senior Vice President, Corporate Communications Dept.	As of January 1, 2018
Takashi Toyoshima	Chief of Technology Officer, Bicycle Components Div. and Senior Vice President, Technology R&D Dept. and SMA (Shimano Modular Architecture) Development Dept., Bicycle Components Div.	Chief of Technology Officer, Bicycle Components Div. and Senior Vice President, Technology R&D Dept., SMA (Shimano Modular Architecture) Development Dept. and Product R&D Dept., Bicycle Components Div.	As of January 1, 2018
Hiroshi Matsui	Senior Vice President, General Operations Div. Supervising -General Affairs Dept. -Accounting Dept. In charge of -Business Administration Dept. -Corporate Planning Dept. -Aifie Div.	Senior Vice President, Business Administration Dept., General Operations Div., Corporate Planning Dept., and Aifie Div.	As of January 1, 2018

## (2) Outline of Limited Liability Agreements

The Company has concluded limited liability agreements with all Outside Officers under Article 423, Paragraph 1 of the Companies Act, under which the maximum contractual liability of such Outside Officers is set at the minimum figure specified in Article 425, Paragraph 1 of the same Act.

## (3) Total Remuneration of Directors and Audit & Supervisory Board Members

Category	Total number of people	Total amount of remuneration for the fiscal year ended December 31, 2017 (Millions of yen)
Directors	15	515
Audit & Supervisory Board Members	4	56
Total (Outside Officers)	19 (4)	572 (32)

Notes:

1. The above amount of remuneration of Directors includes the provision of reserve for officer bonuses amounting to 177 million yen recorded for the fiscal year ended December 31, 2017.
2. The above amounts do not include remuneration for employment by the Company and the associated payroll bonuses to Directors.

(4) Policy concerning Decisions on the Amount of Remuneration for Directors and Audit & Supervisory Board Members and the Calculation Method

The annual remuneration for Directors and Audit & Supervisory Board Members is decided within the maximum total remuneration amounts for all Directors and all Audit & Supervisory Board Members, respectively, established by resolution of the General Meeting of Shareholders.

The amount of annual remuneration for each Director is decided by the Representative Director designated by the Board of Directors in accordance with certain standards, and the amount of annual remuneration for each Audit & Supervisory Board Member is decided through discussion by the Audit & Supervisory Board.

(5) Outside Officers

1) Relationship between other companies/organizations where the Outside Officers concurrently hold positions and the Company

The Company has no relationships with other companies/organizations where the Outside Officers concurrently hold positions.

2) Principal activities in the fiscal year ended December 31, 2017

Category	Name	Activities
Director	Kazuo Ichijo	Attended 12 out of 13 meetings of the Board of Directors in the fiscal year ended December 31, 2017. He is a professor of international corporate strategy at the graduate school of Hitotsubashi University who has ample knowledge and experience in corporate management. He provides input necessary for deliberations concerning the Company's management from a long-term perspective that is based on knowledge and experience of the business world, and how that differs from the Company's existing ways of thinking.
Director	Mitsuhiro Katsumaru	Attended all 10 meetings of the Board of Directors held since his assumption of office as Director on March 28, 2017. He held important posts at the Ministry of Justice and the Public Prosecutors Office. He now practices as an attorney-at-law and has a wealth of knowledge and profound insight about compliance. He provides input necessary for deliberations concerning the Company's management from a professional and objective perspective.
Audit & Supervisory Board Member	Gohei Matsumoto	Attended 12 out of 13 meetings of the Board of Directors and 13 out of 14 meetings of the Audit & Supervisory Board in the fiscal year ended December 31, 2017. He provides mainly specialist counsel in the capacity of tax accountant.
Audit & Supervisory Board Member	Kanako Nozue	Attended all 13 meetings of the Board of Directors and all 14 meetings of the Audit & Supervisory Board in the fiscal year ended December 31, 2017. She provides mainly specialist counsel in a legal capacity.

#### 4. Accounting Auditor

(1) Name of the Accounting Auditor Appointed by the Company: Seiryō Audit Corporation

(2) Amount of Compensation for the Accounting Auditor for the Fiscal Year Ended December 31, 2017:

Category	Amount paid (Millions of yen)
1) Total amount of audit fee and other fees to be paid to the Accounting Auditor by the Company	33
2) Total amount of monetary and other financial interest to be paid to the Accounting Auditor by the Company and its subsidiaries	33

Notes:

1. The Audit & Supervisory Board conducted necessary examination as to whether the content of the audit plan of the Accounting Auditor, its performance of accounting audit, and the basis for estimation of the amount of compensation are appropriate for the Company's business scale, etc. As a result, the Audit & Supervisory Board gave consent for the amount of compensation for the Accounting Auditor.
2. The contract between the Company and Seiryō Audit Corporation makes no distinction between auditing services, as stipulated in the Companies Act, and auditing services, as stipulated in the Financial Instruments and Exchange Act. Moreover, since no essential distinction could be made between these two categories, the amount above is the total amount for both types of audit services.
3. Audit firms other than Seiryō Audit Corporation are engaged in audits of major overseas subsidiaries of the Company.

(3) Policy for Determination of Dismissal or Non-reappointment of the Accounting Auditor

In the event that the Audit & Supervisory Board deems that there may be major disruptions to the audit of the Company by the Accounting Auditor, and it is impossible for the Accounting Auditor to appropriately perform its duties, or in the event that the Audit & Supervisory Board deems it to be necessary, the Audit & Supervisory Board shall determine a content of proposal for dismissal or non-reappointment of the Accounting Auditor to be submitted to the General Meeting of Shareholders.

In the event that any of the items stipulated in Article 340, Paragraph 1 of the Companies Act apply to the Accounting Auditor, the Audit & Supervisory Board may dismiss the Accounting Auditor by the unanimous consent of all Audit & Supervisory Board Members. In such event, an Audit & Supervisory Board Member, selected by the Audit & Supervisory Board shall report the dismissal of the Accounting Auditor and the reason for dismissal at the first General Meeting of Shareholders called after the dismissal.

## **5. Systems to Ensure the Appropriateness of Operations (Internal Control Systems) and the Status of Implementation of Such Systems**

### **(1) Systems to Ensure the Appropriateness of Operations**

In accordance with the provisions of the Companies Act, the Board of Directors has decided on the implementation of systems to ensure that the execution of duties by Directors is in compliance with laws, regulations and the Articles of Incorporation and systems to ensure the appropriateness of other operations. The Company will continue to ensure the appropriateness of management and operations and endeavor to improve the internal control systems described below, while making such alterations as may be required by changes in the business environment.

#### **Basic Policies on Establishment of Internal Control Systems**

##### **1. System to ensure that the execution of duties by the Company's Directors is in compliance with laws and regulations and the Articles of Incorporation**

The Company shall establish Compliance Regulations and various other rules and regulations and take the initiative to ensure compliance throughout the Company and its subsidiaries (hereinafter referred to as the "Shimano Group").

##### **2. Systems governing the storage and management of information relating to the execution of duties by the Company's Directors**

Any information relating to the execution of duties by Directors that requires storage shall be recorded and stored by the responsible operating department(s) of the Company in accordance with the Information Control Regulations.

##### **3. Regulations and other systems governing management of the risk of losses**

- (1) The Company recognizes the following major internal and external risks: 1) risks related to management decision-making and execution of operations, 2) risks of legal/regulatory compliance violations, 3) risks related to environmental protection, 4) risks related to product quality, 5) risks related to export/import control, 6) information security risks, and 7) disaster risks. Based on the recognition of these risks, the Company shall establish necessary rules and regulations and shall endeavor to establish systems that facilitate quick response by providing training programs aimed at improving related internal knowledge and expertise.
- (2) The internal audit organization shall perform internal audits of the status of operations in each part of the organization in accordance with the Internal Audit Regulations to assess the status. Any points that require improvement shall be noted immediately, and subsequent checks shall be made to follow up on any required changes.

##### **4. Systems to ensure the efficient execution of duties by the Company's Directors**

- (1) Regular meetings of the Board of Directors shall be convened once a month. The Board of Directors shall deliberate and decide matters contained in each meeting's agenda, which is created and managed according to the Board of Directors Regulations.
- (2) The Board of Directors shall decide statutory matters relating to business policies, laws and regulations and all other important business-related matters, and oversee the overall operation of the business.
- (3) Directors shall endeavor to manage those parts of the organization entrusted to them in accordance with the Regulations for Division of Duties and the Regulations for Clarification of Authority swiftly and efficiently so as to improve the performance of these operations.

##### **5. Systems to ensure that the execution of duties by the Company's employees is in compliance with laws and regulations and the Articles of Incorporation**

- (1) Various internal regulations, including the Compliance Regulations, shall be established to ensure that the execution of duties by employees is in full compliance with laws and regulations and the Articles of Incorporation.
- (2) The internal audit organization shall perform internal audits of the status of compliance, in accordance with the Internal Audit Regulations and other regulations mentioned above. The results shall be reported in a timely fashion to the Board of Directors and the Audit & Supervisory Board.
- (3) The Company shall conduct education and training to ensure that employees have an adequate understanding of the Compliance Regulations.

- 6. Systems for reporting of matters concerning execution of duties by subsidiaries' directors etc. to the Company**
- (1) When a subsidiary makes an important management decision, it shall implement necessary measures in accordance with internal regulations, such as requesting the Company's prior approval.
  - (2) Subsidiaries shall periodically report their financial conditions to the Company.
- 7. Regulations and other systems governing subsidiaries' management of the risk of losses**
- The Company's Directors in charge shall provide comprehensive advice and guidance concerning subsidiaries' business operations and risk management systems.
- 8. Systems to ensure efficient execution of duties by subsidiaries' directors**
- Information technology shall be utilized appropriately and effectively, such as the introduction of a shared system for consolidated accounting, throughout the Shimano Group for communication of information between the Company and subsidiaries and for business processes to the extent applicable.
- 9. Systems to ensure that the execution of duties by subsidiaries' directors and employees is in compliance with laws and regulations and the Articles of Incorporation**
- Each subsidiary shall establish compliance systems through the establishment of regulations similar to the Company's Compliance Regulations or other internal rules and regulations, according to each subsidiary's individual situation.
- 10. Other systems to ensure the appropriateness of operations across the Shimano Group consisting of the Company and its subsidiaries**
- With the aim of instituting effective internal controls across the whole Shimano Group, the Company shall appoint managers with requisite responsibilities, assess situations of legal/regulatory compliance and risk management, and swiftly implement necessary countermeasures.
- 11. Matters concerning employees who provide assistance to Audit & Supervisory Board Members, in the case that the Company's Audit & Supervisory Board Members request that the Company assign employees as assistants to support their duties**
- If deemed necessary by Audit & Supervisory Board Members, appropriate personnel shall be exclusively assigned to provide assistance to Audit & Supervisory Board Members.
- 12. Matters concerning the independence of employees mentioned in (11) above from the Company's Directors**
- Employees mentioned in (11) above shall be outside the Directors' chain of command and follow instructions of the Audit & Supervisory Board Members.
- 13. Matters concerning the ensuring of effectiveness of instructions of the Company's Audit & Supervisory Board Members to employees mentioned in (11) above**
- Employees mentioned in (11) above, in accordance with the instructions issued by the Audit & Supervisory Board Members, shall have authority to perform investigations.
- 14. Systems for reporting by the Company's Directors and employees to the Company's Audit & Supervisory Board Members**
- Directors and employees shall swiftly report the status of performance of internal audits, as well as statutory matters, to the Company's Audit & Supervisory Board Members.
- 15. Systems for reporting by subsidiaries' directors, audit & supervisory board members and employees, or persons who received reports from such persons, to the Company's Audit & Supervisory Board Members**
- Subsidiaries' directors, audit & supervisory board members and employees shall swiftly report the matters which the Company's Audit & Supervisory Board Members request, as well as statutory matters. Persons who received reports from subsidiaries' directors, audit & supervisory board members and employees shall do the same.
- 16. Other systems for reporting to the Company's Audit & Supervisory Board Members**
- (1) Upon request of any Audit & Supervisory Board Member, reporting and information gathering shall be swiftly conducted, in accordance with the stipulations of the Audit & Supervisory Board.
  - (2) The internal audit organization shall closely collaborate with the Audit & Supervisory Board, including by means of discussion and exchange of opinions.
- 17. Systems to ensure that reporting persons mentioned in (14)-(16) above do not receive discriminate treatment as a result of such reports**
- (1) Regarding persons who reported to Audit & Supervisory Board Members, the fact of such reporting and

the content of the reporting shall be kept confidential, and it is prohibited to discriminate against persons who have reported to Audit & Supervisory Board Members for that reason alone.

- (2) Regarding persons who reported to the designated internal or external point of contact for compliance matters for swift recognition of violations of laws and regulations and/or unethical behaviors, the fact of such reporting and the content of the reporting shall be kept confidential, and it is prohibited to discriminate against persons who reported to the point of contact for that reason alone.

**18. Matters concerning procedures for advance payment or reimbursement of expenses incurred in the course of execution of duties by the Company's Audit & Supervisory Board Members and policies related to processing of expenses or liabilities arising from execution of duties**

Audit & Supervisory Board Members may consult lawyers, certified public accountants, and/or other external experts, as necessary, and expenses incurred shall be borne by the Company.

**19. Other systems to ensure effective performance of audits by the Company's Audit & Supervisory Board Members**

- (1) Opportunities shall be made available for Audit & Supervisory Board Members to attend meetings of the Board of Directors and other important meetings so that Audit & Supervisory Board Members can identify important internal issues and state their views, as necessary.
- (2) Forums shall be established, as necessary, to facilitate exchanges of views between Audit & Supervisory Board and Representative Directors.

**(2) Status of Implementation of the Systems to Ensure the Appropriateness of Operations**

- 1) Internal workshops and seminars on basic compliance matters, for which external instructors are invited, are held in house for officers and employees of the Company and its subsidiaries, in order to instill the consciousness of compliance.
- 2) An assessment of the effectiveness of internal controls over financial reporting, based on the Financial Instruments and Exchange Act, concluded no material violations were detected in the fiscal year ended December 31, 2017, and internal control systems are appropriately implemented.
- 3) Reports on the Company's and subsidiaries' businesses are periodically made, not only at meetings of the Company's Board of Directors, but also at important internal meetings. If issues requiring improvement or problems arise, instructions are issued to the departments concerned, as necessary.

## **6. Basic Policy on the Control of the Company**

### **(1) Details of the Basic Policy**

The Company believes that it is necessary that the persons who control decisions on the Company's financial and business policies fully understand the Company's financial and business details and the sources of the Company's corporate value and make possible the continuous and sustained preservation and enhancement of the Company's corporate value and the common interests of the shareholders.

The Company will not repudiate even a large-scale purchase of the Company's shares, provided the purchase contributes to the Company's corporate value and the common interests of the shareholders.

However, a number of large-scale share purchases would have little value to the corporate value and the common interests of the shareholders. For instance, some large-scale share purchases, in light of their purposes, would clearly impair the corporate value and the common interests of the shareholders, pose a risk of effectively compelling shareholders to sell their shares, fail to provide the Board of Directors or shareholders of the targeted company with sufficient time or information to consider the details of the large-scale share purchase or for the Board of Directors of the targeted company to make an alternative proposal, or require the targeted company to discuss and negotiate with the purchaser to obtain more favorable terms than those offered by the purchaser.

In particular, the sources of the Shimano Group's corporate value include 1) worldwide sales bases and networks that make possible the rapid detection of customer needs; 2) highly creative planning and development capabilities and technological capabilities that satisfy customer needs; 3) a cost-competitive production structure that takes advantage of the strengths of the countries where the manufacturing bases are located and supply capacity to meet worldwide demand; 4) a global service structure; and 5) harmonious business operation among the Shimano Group companies. The factors that form the foundation of these strengths include (i) firm relationships of trust with customers, business partners, employees, and other stakeholders; (ii) the technical development capabilities and expertise of individual employees; and (iii) a corporate culture that enables individual employees to fully demonstrate those capabilities. If a person conducting a large-scale purchase of the Company's shares failed to understand not only the details of the Company's finances and business, but also these sources of the Company's corporate value, and failed to preserve and enhance them in the medium term and long term, the Company's corporate value and the common interests of the shareholders would be impaired. Also, if the Company receives a proposal for a large-scale purchase of shares from an outsider, to enable the shareholders to make the optimal choice it will be necessary for the Company to judge the affects the purchase will have on the Company's corporate value and the common interests of the shareholders after appropriately ascertaining the tangible and intangible elements that constitute the Company's corporate value and information about the purchaser and share purchase. Any large-scale purchase forcibly conducted while such information remained undisclosed would pose a risk of impairment to the Company's corporate value and the common interests of the shareholders.

The Company believes that a person conducting a large-scale purchase of shares that does not contribute to the Company's corporate value and the common interests of the shareholders would be inappropriate as a person to control decisions on the Company's financial and business policies and that it is necessary to secure the Company's corporate value and the common interests of the shareholders by adopting necessary and appropriate measures to counter a large-scale purchase by such a person.

### **(2) Outline of the Measures for the Realization of the Basic Policy**

#### **(A) Special Measures to Contribute to the Realization of the Basic Policy**

##### **(i) Measures for the Enhancement of Corporate Value**

To maintain and further strengthen the above-mentioned sources of corporate value, the Company believes that it must continue to supply services and products that are trusted by and provide satisfaction to customers and in the coming years engage in the development and manufacture of products that respond to heightened customer interest in the environment, health, and other matters. Also, demand for bicycle components and fishing equipment, the Company's mainstay products, is increasing in emerging markets, such as China and South America. The Company intends to implement various measures so as to earn the confidence of customers also in these emerging markets. Against that backdrop, the Company will realize medium-term to long-term enhancement of corporate value by having as its basic policies 1) the reinforcement of core competences and 2) the creation of a cycling culture and fishing culture and brand reinforcement.

(ii) Reinforcement of Corporate Governance and Shareholder Returns

At the Company, supervision of the Directors' execution of duties is performed by means of 2 Independent Outside Directors and an Audit & Supervisory Board that includes 2 Independent Outside Audit & Supervisory Board Members. Also, the Company has established the Internal Audit Office as an internal audit organization. It periodically audits the state of compliance and risk management and is engaged in the development and implementation of global internal control systems.

The Company regards shareholder returns as an important management priority and has a basic policy of maintaining and continuing stable dividends and allocating profits in accordance with the development of business performance. The Company has continued to pay stable dividends since it listed its shares in 1972 and, furthermore, has increased dividends in line with improvement in business performance. The Company also has been actively conducting share repurchases.

Furthermore, with regard to activities to discharge social responsibility, the Shimano Group has long actively engaged in cultural activities, participated in volunteer activities, and sponsored events in communities where it has a presence. These activities build relationships of trust with business partners, area residents, and other stakeholders.

**(B) Outline of the Measures to Prevent Decisions on the Company's Financial and Business Policies from Being Controlled by Persons Viewed as Inappropriate under the Basic Policy**

In the event of a large-scale purchase of the Company's shares, the Company will make appropriate responses, as necessary, including making efforts for vigorous gathering of information and appropriate disclosure, in order to secure and enhance the Company's corporate value and the common interests of the shareholders.

**(3) The Decisions of the Company's Board of Directors Concerning Specific Measures and the Reasons Thereof  
Special Measures to Contribute to the Realization of the Basic Policy**

The measures for the enhancement of corporate value and measures for the reinforcement of corporate governance described in the above (2) (A) have been formulated as specific measures for the continuous and sustained preservation and enhancement of the Company's corporate value and the common interests of the shareholders and indeed contribute to realization of the Basic Policy. Accordingly, these measures are in line with the basic policy and in accordance with the common interests of the Company's shareholders and are not for the purpose of maintaining the position of the Company's corporate officers.

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Notes:

1. Regarding amounts, numbers of shares, etc. presented in this business report, any fractions less than the units indicated are rounded down. However, percentages are rounded to the nearest significant digit.
2. Consumption taxes are not included in the amounts presented in this business report.
3. Figures and information in this report are as of December 31, 2017, unless otherwise specified.



## **Consolidated Balance Sheet**

(As of December 31, 2017)

(Millions of yen)

Accounts	Amount	Accounts	Amount
(Assets)		(Liabilities)	
Current assets	342,795	Current liabilities	49,327
Cash and time deposits	241,268	Accounts payable-trade	13,036
Notes and accounts receivable-trade	35,574	Short-term loans payable	7,571
Merchandise and finished goods	33,820	Income taxes payable	8,696
Work in process	19,131	Deferred income taxes	46
Raw materials and supplies	4,650	Accrued employee bonuses	1,976
Deferred income taxes	3,080	Accrued officer bonuses	181
Others	5,640	Provision for sales returns	229
Allowance for doubtful accounts	(370)	Others	17,589
Fixed assets	145,974	Long-term liabilities	8,976
Property, plant and equipment	109,810	Long-term loans payable	1,009
Buildings and structures	60,229	Deferred income taxes	646
Machinery and vehicles	24,564	Net defined benefit liability	4,060
Land	13,890	Others	3,260
Leased assets	62	<b>Total liabilities</b>	<b>58,304</b>
Construction in progress	4,823	(Net assets)	
Others	6,240	Shareholders' equity	413,066
Intangible assets	16,025	Common stock	35,613
Goodwill	5,388	Capital surplus	5,642
Software	6,668	Retained earnings	371,914
Software in progress	986	Treasury stock	(102)
Others	2,981	Accumulated other comprehensive income	17,246
Investments and other assets	20,138	Unrealized gain (loss) on other securities	4,374
Investment securities	15,029	Foreign currency translation adjustments	12,872
Deferred income taxes	2,603	Non-controlling interests	152
Others	3,009	<b>Total net assets</b>	<b>430,465</b>
Allowance for doubtful accounts	(504)	<b>Total liabilities and net assets</b>	<b>488,770</b>
<b>Total assets</b>	<b>488,770</b>		

Note: Amounts are rounded down to the nearest million yen.

**Consolidated Statement of Income**  
(From January 1, 2017 to December 31, 2017)

(Millions of yen)

Accounts	Amount	
Net sales		335,800
Cost of sales		198,344
Gross profit		137,456
Selling, general and administrative expenses		73,105
Operating income		64,351
Non-operating income		
Interest and dividend income	2,619	
Others	621	3,241
Non-operating expenses		
Interest expenses	184	
Others	11,659	11,844
Ordinary income		55,748
Extraordinary losses		
Loss on impairment	144	
Loss on factory reconstruction	1,039	1,184
Income before income taxes		54,563
Income taxes-current	18,433	
Income taxes-deferred	(2,334)	16,098
Net income		38,464
Net income attributable to non-controlling interests		21
Net income attributable to owners of parent		38,443

Note: Amounts are rounded down to the nearest million yen.

## **Consolidated Statement of Shareholders' Equity**

(From January 1, 2017 to December 31, 2017)

(Millions of yen)

	Shareholders' equity				
	Common stock	Capital surplus	Retained earnings	Treasury stock	Total shareholders' equity
Balance at beginning of year	35,613	5,667	347,840	(96)	389,023
Changes of items during the year					
Cash dividends paid			(14,368)		(14,368)
Net income attributable to owners of parent			38,443		38,443
Acquisition of treasury stock				(6)	(6)
Change in equity of parent arising from transactions with non-controlling shareholders		(25)			(25)
Net changes of items other than shareholders' equity					
Total changes of items during the year	—	(25)	24,074	(6)	24,042
Balance at end of year	35,613	5,642	371,914	(102)	413,066

	Accumulated other comprehensive income			Non-controlling interests	Total net assets
	Unrealized gain (loss) on other securities	Foreign currency translation adjustments	Total accumulated other comprehensive income		
Balance at beginning of year	3,666	(2,063)	1,602	754	391,381
Changes of items during the year					
Cash dividends paid					(14,368)
Net income attributable to owners of parent					38,443
Acquisition of treasury stock					(6)
Change in equity of parent arising from transactions with non-controlling shareholders					(25)
Net changes of items other than shareholders' equity	707	14,936	15,644	(602)	15,041
Total changes of items during the year	707	14,936	15,644	(602)	39,084
Balance at end of year	4,374	12,872	17,246	152	430,465

Note: Amounts are rounded down to the nearest million yen.

## Notes relating to Consolidated Financial Statements

### 1. Basis of presenting consolidated financial statements

#### (1) Consolidation

(a) The consolidated financial statements include the accounts of the Company and the following 51 subsidiaries.

Shimano (Singapore) Pte. Ltd.  
Shimano Components (Malaysia) Sdn. Bhd.  
Shimano (Kunshan) Bicycle Components Co., Ltd.  
Shimano (Mersing) Sdn. Bhd.  
P.T. Shimano Batam  
Shimano (Philippines) Inc.  
MSC Pte. Ltd.  
Shimano (Cambodia) Co., Ltd.  
Shimano Taiwan Co., Ltd.  
PRO (Taiwan) Procurement Co., Ltd.  
Shimano (Kunshan) Fishing Tackle Co., Ltd.  
Shimano (Shanghai) Sales Corporation  
Shimano (Tianjin) Bicycle Components Co., Ltd.  
Shimano (Lianyungang) Industrial Co., Ltd.  
Shimano South Asia Pvt. Ltd.  
Shimano North America Holding, Inc.  
Shimano Canada Ltd.  
G.Loomis, Inc.  
DashAmerica, Inc. (Pearl Izumi USA)  
Innovative Textiles, Inc.  
Shimano Europe Holding B.V.  
Shimano Europe B.V.  
Shimano Europe Fishing Holding B.V.  
Shimano Germany Fishing GmbH  
Shimano - Pearl Izumi Softgoods Division Europe GmbH  
Bikefitting.com B.V.  
Shimano Benelux B.V.  
Shimano U.K. Ltd.  
Shimano Italy Fishing S.R.L.  
Shimano Italy Bicycle Components S.R.L.  
Shimano Belgium N.V.  
Lazer Sport N.V.  
Shimano France Composants Cycles S.A.S.  
Shimano Italia S.p.A. in liquidazione  
Shimano Czech Republic, s.r.o.  
Shimano Nordic Cycle AB  
Shimano Nordic Cycle OY  
Shimano Nordic Cycle AS  
Shimano Nordic Denmark ApS  
Shimano Polska Sp. z o.o.  
Shimano Menat Spor Etkinlikleri Spor Malzemeleri ve Ekipmanlari Ticaret Limited Sirketi  
Shimano Bisiklet Parca ve Ekipmanlari Satis Servis Ticaret Anonim Sirketi  
Shimano Balikcilik Malzemeleri ve Ekipmanlari Satis Ticaret Anonim Sirketi  
Shimano Australia Cycling Pty. Ltd.  
Shimano Oceania Holdings Pty. Ltd.  
Shimano Australia Fishing Pty. Ltd.  
Shimano New Zealand Ltd.  
Shimano Latin America Representacao Comercial Ltda.  
Shimano Uruguay S.A.  
Shimano Sales Co., Ltd.  
Shimano Kumamoto Co., Ltd.

During fiscal year 2017, Shimano Europe Bike Holding B.V., which was a consolidated subsidiary, merged with Shimano Europe B.V. and Shimano Europe Retail Division B.V., which were consolidated subsidiaries. The former Shimano Europe Bike Holding B.V. remained as the surviving company and changed its name to Shimano Europe B.V. As a result, the former Shimano Europe B.V. and the former Shimano Europe Retail Division B.V. were excluded from the scope of consolidation.

Moreover, Shimano American Corporation changed its name to Shimano North America Holding, Inc. and Shimano Polska Bicycle Parts Sp. z o.o. changed its name to Shimano Polska Sp. z o.o.

(b) The remaining subsidiaries including Shimano Adachi Co., Ltd. are excluded from consolidation since the aggregate amounts of the total assets, net sales, net income and retained earnings of these subsidiaries are immaterial to the comparable amounts in the accompanying consolidated financial statements.

#### (2) Applications of the equity method

None of the unconsolidated subsidiaries and affiliated companies (20 to 50 percent-owned companies) including Sanbo Co., Ltd. is accounted for by the equity method since the aggregate amounts of net income and retained earnings of these companies are immaterial to the comparable amounts in the accompanying consolidated financial statements.

(3) Fiscal year of the consolidated subsidiaries

The fiscal year of Shimano Italia S.p.A. in liquidazione ends on November 30 and its financial statements as of November 30 are used for preparation of the consolidated financial statements. Any material effects occurring during the period from December 1 to December 31 are adjusted in the consolidated financial statements.

(4) Summary of significant accounting policies

(a) Valuation basis and method for principal assets

Securities

Other securities (syn. Available-for-sale securities)

Other securities with market prices

Other securities with market prices are stated at closing quoted prices at the balance sheet date.

Unrealized gains and losses on these securities are reported, net of applicable income taxes, as a separate component of net assets.

Realized gains and losses on sales of these securities are credited or charged to income, with cost determined on the moving average basis.

Other securities with no market prices

Other securities with no market prices are stated at moving average cost.

Inventories

Inventories held for sale in the ordinary course of business are stated principally at cost (the book value devaluation method based on decline in profitability).

Finished goods, merchandise, work in process and raw materials are stated principally at cost determined by the weighted average method.

Supplies are stated at the most recent purchase method.

(b) Depreciation and amortization of principal fixed assets

Property, plant and equipment

Property, plant and equipment acquired on or before March 31, 2007 (excluding leased assets)

Property, plant and equipment of the Company and its consolidated domestic subsidiaries are depreciated principally by the former declining-balance method.

Molds for die casting and mechanical pressing are depreciated by the straight-line method based on the estimated useful lives of the respective assets.

Buildings (excluding building fixtures) acquired on or after April 1, 1998, are depreciated by the former straight-line method.

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

Property, plant and equipment acquired on or after April 1, 2007 (excluding leased assets)

Property, plant and equipment of the Company and its consolidated domestic subsidiaries are depreciated principally by the declining-balance method.

Molds for die casting and mechanical pressing are depreciated by the straight-line method based on the estimated useful lives of the respective assets.

Buildings (including building fixtures) are depreciated by the straight-line method.

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

Property, plant and equipment acquired on or after April 1, 2016 (excluding leased assets)

Property, plant and equipment of the Company and its consolidated domestic subsidiaries are depreciated principally by the declining-balance method.

Molds for die casting and mechanical pressing are depreciated by the straight-line method based on the estimated useful lives of the respective assets.

Buildings (including building fixtures) and structures are depreciated by the straight-line method.

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

Leased assets

Leased assets related to finance lease transactions with ownership transfer

Depreciation of leased assets related to finance lease transactions with ownership transfer is computed by the same depreciation method as for the depreciable assets that are owned.

Leased assets related to finance lease transactions without ownership transfer

Depreciation of leased assets related to finance lease transactions without ownership transfer is principally computed by the straight-line method based on the period of the leasing contract as the useful lives and with no residual value.

Intangible assets

Intangible assets are amortized principally by the straight-line method. Amortization of software for internal use is computed by the straight-line method over an estimated useful life (principally 5 years).

Long-term prepaid expenses

Long-term prepaid expenses are amortized primarily by the straight-line method.

(c) Provision for principal allowances and reserves

Allowance for doubtful accounts

The allowance for doubtful accounts is provided in an amount sufficient to cover possible losses on collection. Such amount is computed by applying bad debt ratios based on past experience for general receivables and by individually reviewing collectibility for specific doubtful accounts.

Accrued employee bonuses

Accrued employee bonuses are provided in an amount corresponding to the fiscal year based on the projected amount sufficient to meet future payments of bonuses to employees.

Accrued officer bonuses

Accrued officer bonuses are provided in an amount corresponding to the fiscal year based on the projected amount sufficient to meet future payments of bonuses to officers.

Provision for sales returns

Provision for sales returns is provided in an estimated amount sufficient to cover losses on sales returns. Such amount is computed based on historical results.

- (d) Translation of assets and liabilities denominated in foreign currencies into yen  
 Monetary assets and liabilities of the Company denominated in foreign currencies are translated into Japanese yen at applicable current exchange rates at the balance sheet date. However, receivables and payables denominated in foreign currencies covered by forward exchange contracts are translated at the contracted rates. Differences arising from translation are charged or credited to income. Assets and liabilities of consolidated overseas subsidiaries are translated into Japanese yen at the rate of exchange at the balance sheet date, and revenue and expense accounts are translated into Japanese yen at the average rates over the fiscal year. Differences arising from translation are included in foreign currency translation adjustments and non-controlling interest in net assets.
- (e) Accounting for hedges  
 Method of hedge accounting  
 With respect to receivables and payables denominated in foreign currencies covered by forward exchange contracts, appropriation accounting is applied.  
 Hedging instrument and risk hedged  
 Foreign exchange forward contracts are used to provide hedges against risk of fluctuation in currency exchange rates concerning foreign currency-denominated assets and liabilities and for scheduled foreign currency-denominated transactions.  
 Hedging policy  
 Hedging transactions are only adopted in order to appropriately control and reduce risks associated with export and import.  
 Assessing the effectiveness of a hedge  
 Hedge accounting is applied in accordance with the “Practical Guidelines Concerning Accounting for Financial Instruments” (The Japanese Institute of Certified Public Accountants).
- (f) Method and period of amortization of goodwill  
 Goodwill is amortized by the straight-line method over a reasonable number of years within 20 years, based on judgment of individual items. Goodwill whose amount is immaterial is fully amortized as incurred.
- (g) Other significant accounting policies for preparation of consolidated financial statements  
 i) Accounting for consumption taxes  
 All amounts stated are exclusive of consumption and local taxes.  
 ii) Accounting for employee retirement benefits  
 The liability, including both the unfunded lump-sum benefit and the funded pension plan, is calculated as the difference between the expected and discounted future retirement and Shimano corporate pension payments, and the assets under the pension plan to meet such future payments. All the past service costs and actuarial gains and losses are expensed in the fiscal year in which they occur.  
 In calculating retirement benefit obligation, the benefit formula basis is applied to allocate projected retirement benefits to the periods until the end of the current fiscal year.  
 Certain consolidated subsidiaries use the simplified method whereby the amount that would be required to be paid if all their eligible employees voluntarily terminated their employment as of the balance sheet date is treated as retirement benefit obligation for the calculation of net defined benefit liability and retirement benefit cost.

(Additional Information)

(Adoption of “Implementation Guidance on Recoverability of Deferred Tax Assets”)

Effective from fiscal year 2017, the Company has adopted the “Implementation Guidance on Recoverability of Deferred Tax Assets” (ASBJ Guidance No. 26 issued on March 28, 2016).

## 2. Notes relating to consolidated balance sheet

Accumulated depreciation of property, plant and equipment 130,596 million yen

## 3. Notes relating to consolidated statement of income

### (1) Selling, general and administrative expenses

Main components of selling, general and administrative expenses for the fiscal year ended December 31, 2017:

Salaries and wages	17,422 million yen
Advertising and sales promotion expenses	10,009 million yen
R&D expenses	7,371 million yen

### (2) R&D expenses

R&D expenses included in selling, general and administrative expenses and manufacturing expenses for the fiscal year ended December 31, 2017 12,412 million yen

### (3) Write-down of inventories held for ordinary sales purposes due to a decline in profitability

Cost of sales	257 million yen
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### (4) Loss on impairment

The Shimano Group recognized loss on impairment for the following assets.

Location	Use	Category	Amount
Innovative Textiles, Inc.	Fishing Tackle	Goodwill	144 million yen

#### (Background)

As a result of reviewing the profit plan of Innovative Textiles, Inc., a consolidated subsidiary, the book value of goodwill was reduced to the recoverable amount and the amount of decline was recorded as loss on impairment because lower cash flow over the expected period was estimated.

#### (Method of grouping)

The Shimano Group assets are grouped by reportable segment and in the minimum unit that produces cash flow.

(Method of calculation of a recoverable amount)

The recoverable amount is measured by the value in use, which is the present value of the future cash flow calculated at the discount rate of 16.5%.

#### 4. Notes relating to consolidated statement of shareholders' equity

(1) Total number of issued shares as of the end of the fiscal year ended December 31, 2017 92,720,000 shares

(2) Cash dividends paid during the fiscal year ended December 31, 2017

(a) Payment of cash dividends

At the Ordinary General Meeting of Shareholders held on March 28, 2017, the following resolutions were made.

• Matters concerning dividends for shares of common stock

Total amount of cash dividends	7,184 million yen
Cash dividends per share	77.50 yen
Record date	December 31, 2016
Effective date	March 29, 2017

(b) Payment of interim cash dividend

At the meeting of the Board of Directors held on July 25, 2017, the following resolutions were made.

• Matters concerning dividends for shares of common stock

Total amount of cash dividends	7,184 million yen
Cash dividends per share	77.50 yen
Record date	June 30, 2017
Effective date	September 4, 2017

(3) Cash dividends paid after the end of the fiscal year ended December 31, 2017

At the Ordinary General Meeting of Shareholders to be held on March 27, 2018, the following resolutions are expected to be made.

• Matters concerning dividends for shares of common stock

Total amount of cash dividends	7,184 million yen
Source of dividends	Retained earnings
Cash dividends per share	77.50 yen
Record date	December 31, 2017
Effective date	March 28, 2018

#### 5. Notes relating to financial instruments

(1) Policies on financial instruments

The Shimano Group restricts its fund management to deposits with financial institutions with high credit standing and raises funds mainly by means of bank loans.

The Shimano Group manages customer credit risk from notes and accounts receivable-trade on the basis of internal credit control guidelines.

Investment securities are primarily stocks and the Shimano Group monitors fair value of listed stocks on a quarterly basis.

The Shimano Group uses derivatives for the purpose of hedging risks in accordance with the internal guidelines.

(2) Fair values of financial instruments

Carrying amounts, fair values and the differences between carrying amounts and fair values as of December 31, 2017, are as follows:

	(Millions of yen)		
	Carrying amount	Fair value	Difference
(1) Cash and time deposits	241,268	241,268	-
(2) Notes and accounts receivable-trade	35,574	35,574	-
(3) Investment securities	12,621	12,621	-
Assets	289,464	289,464	-
(1) Accounts payable-trade	13,036	13,036	-
(2) Short-term loans payable	7,087	7,087	-
(3) Income taxes payable	8,696	8,696	-
(4) Long-term loans payable	1,493	1,502	8
Liabilities	30,314	30,323	8
Derivatives	-	-	-

Notes:

1. Basis of determining the fair value of financial instruments and matters relating to securities and derivative transactions

Assets

(1) Cash and time deposits and (2) Notes and accounts receivable-trade

The carrying amount of these instruments approximates fair value because of their short-term maturities.

(3) Investment securities

The fair values of stocks are stated using quoted market prices.

Liabilities

(1) Accounts payable-trade, (2) Short-term loans payable, and (3) Income taxes payable

The carrying amount of these instruments approximates fair value because of their short-term maturities.

(4) Long-term loans payable

The fair values of long-term loans payable are estimated based on their present values by applying discounted cash flow analysis using

rates currently available for similar types of borrowings with similar terms and original maturities.  
Derivatives

Not applicable because no derivative transactions existed at the end of fiscal year 2017.

2. Unlisted stocks (2,407 million yen on the consolidated balance sheet) are not included in “(3) Investment securities” as it is deemed extremely difficult to determine their fair value because quoted market prices are unavailable and it is impossible to estimate future cash flows.

#### 6. Notes relating to per share data

- (1) Net assets per share 4,641.86 yen  
(2) Basic earnings per share 414.69 yen

\* The basis for calculation of the basic earnings per share is as follows:

Net income attributable to owners of parent	38,443 million yen
Net income attributable to owners of parent related to common stock	38,443 million yen
Average number of shares of common stock outstanding	92,702 thousand shares

Note: Amounts are rounded down to the nearest million yen.

<For Reference>

### **Consolidated Statement of Cash Flows**

(From January 1, 2017 to December 31, 2017)

(Millions of yen)

Cash flows from operating activities	Cash flows from investing activities	Cash flows from financing activities	Cash and cash equivalents at end of year
69,265	(51,657)	(15,173)	199,762

Note: Amounts are rounded down to the nearest million yen.



## Non-consolidated Balance Sheet

(As of December 31, 2017)

(Millions of yen)

Accounts	Amount	Accounts	Amount
(Assets)		(Liabilities)	
Current assets	76,115	Current liabilities	36,249
Cash and time deposits	25,938	Accounts payable-trade	7,925
Notes receivable	918	Accounts payable-other	5,795
Accounts receivable-trade	22,681	Income taxes payable	3,009
Finished goods	10,064	Accrued expenses	294
Work in process	10,566	Deposit payable	18,056
Raw materials	1,042	Accrued employee bonuses	294
Supplies	234	Accrued officer bonuses	177
Accounts receivable-other	2,123	Provision for sales returns	31
Deferred income taxes	703	Others	665
Others	1,905	Long-term liabilities	3,957
Allowance for doubtful accounts	(64)	Employee retirement benefits	3,309
Fixed assets	101,325	Others	648
Property, plant and equipment	60,969	Total liabilities	40,207
Buildings	36,846	(Net assets)	
Structures	1,387	Shareholders' equity	132,547
Plant and machinery	8,673	Common stock	35,613
Vehicles	75	Capital surplus	5,823
Tools, equipment and furniture	2,863	Capital reserve	5,822
Land	9,710	Other capital surplus	1
Leased assets	17	Retained earnings	91,212
Construction in progress	1,395	Legal reserve	3,194
Intangible assets	10,183	Other retained earnings	88,018
Goodwill	3,522	Unappropriated retained earnings	88,018
Industrial property	26	Treasury stock	(102)
Software	5,626	Valuation and translation adjustments	4,686
Software in progress	952	Unrealized gain (loss) on other securities	4,686
Others	55		
Investments and other assets	30,171	Total net assets	137,233
Investment securities	11,462		
Subsidiaries' and affiliates' stock	13,141	Total liabilities and net assets	177,440
Investments in capital	22		
Long-term loans to subsidiaries and affiliates	2,203		
Long-term prepaid expenses	457		
Deferred income taxes	2,182		
Others	1,489		
Allowance for doubtful accounts	(788)		
Total assets	177,440		

Note: Amounts are rounded down to the nearest million yen.

**Non-consolidated Statement of Income**

(From January 1, 2017 to December 31, 2017)

(Millions of yen)

Accounts	Amount	
Net sales		191,088
Cost of sales		122,030
Gross profit		69,057
Selling, general and administrative expenses		42,698
Operating income		26,359
Non-operating income		
Interest income	211	
Dividend income	5,256	
Others	394	5,863
Non-operating expenses		
Interest expenses	242	
Others	497	739
Ordinary income		31,483
Extraordinary losses		
Loss on factory reconstruction	1,039	1,039
Income before income taxes		30,443
Income taxes-current	6,645	
Income taxes-deferred	288	6,933
Net income		23,509

Note: Amounts are rounded down to the nearest million yen.

## Non-consolidated Statement of Shareholders' Equity

(From January 1, 2017 to December 31, 2017)

(Millions of yen)

	Shareholders' equity			
	Common stock	Capital surplus		
		Capital reserve	Other capital surplus	Total capital surplus
Balance at beginning of year	35,613	5,822	1	5,823
Changes of items during the year				
Cash dividends paid				
Net income				
Acquisition of treasury stock				
Net changes of items other than shareholders' equity				
Total changes of items during the year	—	—	—	—
Balance at end of year	35,613	5,822	1	5,823

	Shareholders' equity				
	Retained earnings			Treasury stock	Total shareholders' equity
	Legal reserve	Other retained earnings	Total retained earnings		
		Unappropriated retained earnings			
Balance at beginning of year	3,194	78,878	82,072	(96)	123,412
Changes of items during the year					
Cash dividends paid		(14,368)	(14,368)		(14,368)
Net income		23,509	23,509		23,509
Acquisition of treasury stock				(6)	(6)
Net changes of items other than shareholders' equity					
Total changes of items during the year	—	9,140	9,140	(6)	9,134
Balance at end of year	3,194	88,018	91,212	(102)	132,547

	Valuation and translation adjustments		Total net assets
	Unrealized gain (loss) on other securities	Total valuation and translation adjustments	
Balance at beginning of year	3,974	3,974	127,387
Changes of items during the year			
Cash dividends paid			(14,368)
Net income			23,509
Acquisition of treasury stock			(6)
Net changes of items other than shareholders' equity	711	711	711
Total changes of items during the year	711	711	9,846
Balance at end of year	4,686	4,686	137,233

Note: Amounts are rounded down to the nearest million yen.

## Notes relating to Non-consolidated Financial Statements

### 1. Basis of presenting non-consolidated financial statements

#### (1) Valuation basis and method for principal assets

##### Securities

##### Subsidiaries' and affiliates' stocks

Subsidiaries' and affiliates' stocks are stated at moving average cost.

##### Other securities (syn. Available-for-sale securities)

##### Other securities with market prices

Other securities with market prices are stated at closing quoted prices at the balance sheet date.

Unrealized gains and losses on these securities are reported, net of applicable income taxes, as a separate component of net assets.

Realized gains and losses on sales of these securities are credited or charged to income, with cost determined on the moving average basis.

##### Other securities with no market prices

Other securities with no market prices are stated at moving average cost.

##### Inventories

Inventories held for sale in the ordinary course of business are stated at cost (the book value devaluation method based on decline in profitability).

Finished goods, merchandise, work in process and raw materials are stated at cost determined by the weighted average method.

Supplies are stated at the most recent purchase method.

#### (2) Depreciation and amortization of principal fixed assets

##### Property, plant and equipment

Property, plant and equipment acquired on or before March 31, 2007 (excluding leased assets)

Property, plant and equipment are depreciated principally by the former declining-balance method.

Molds for die casting and mechanical pressing are depreciated by the straight-line method based on the estimated useful lives of the respective assets.

Buildings (excluding building fixtures) acquired on or after April 1, 1998, are depreciated by the former straight-line method.

Property, plant and equipment acquired on or after April 1, 2007 (excluding leased assets)

Property, plant and equipment are depreciated principally by the declining-balance method.

Molds for die casting and mechanical pressing are depreciated by the straight-line method based on the estimated useful lives of the respective assets.

Buildings (including building fixtures) are depreciated by the straight-line method.

Property, plant and equipment acquired on or after April 1, 2016 (excluding leased assets)

Property, plant and equipment are depreciated principally by the declining-balance method.

Molds for die casting and mechanical pressing are depreciated by the straight-line method based on the estimated useful lives of the respective assets.

Buildings (including building fixtures) and structures are depreciated by the straight-line method.

Depreciation periods of principal items of property, plant and equipment

Buildings are depreciated over a period of 7-50 years.

Plant and machinery are depreciated over a period of 9-10 years.

##### Leased assets

Leased assets related to finance lease transactions without ownership transfer

Depreciation of leased assets related to finance lease transactions without ownership transfer is principally computed by the straight-line method based on the period of the leasing contract as the useful lives with no residual value.

##### Intangible assets

Intangible assets are amortized principally by the straight-line method. Amortization of software for internal use is computed by the straight-line method over an estimated useful life of 5 years.

##### Long-term prepaid expenses

Long-term prepaid expenses are amortized primarily by the straight-line method.

#### (3) Provision for principal allowances and reserves

##### Allowance for doubtful accounts

The allowance for doubtful accounts is provided in an amount sufficient to cover possible losses on collection. Such amount is computed by applying bad debt loss ratios based on past experience for general accounts and by individually reviewing collectibility for specific doubtful accounts.

##### Accrued employee bonuses

Accrued employee bonuses are provided in an amount corresponding to the fiscal year based on the projected amount sufficient to meet future payments of bonuses to employees.

##### Accrued officer bonuses

Accrued officer bonuses are provided in an amount corresponding to the fiscal year based on the projected amount sufficient to meet future payments of bonuses to officers.

##### Provision for sales returns

Provision for sales returns is provided in an estimated amount sufficient to cover losses on sales returns. Such amount is computed based on historical results.

##### Employee retirement benefits

The liability, including both the unfunded lump-sum benefit and the funded pension plan, is calculated as the difference between the expected and discounted future retirement and Shimano corporate pension payments, and the assets under the pension plan to meet such future payments. All the past service costs and actuarial gains and losses are expensed in the fiscal year in which they occur.

In calculating retirement benefit obligation, the benefit formula basis is applied to allocate projected retirement benefits to the periods until the end of the current fiscal year.

#### (4) Translation of assets and liabilities denominated in foreign currencies into yen

Monetary assets and liabilities of the Company denominated in foreign currencies are translated into Japanese yen at the rates of exchange at the balance sheet date. However, receivables and payables denominated in foreign currencies covered by forward exchange contracts are translated at the contracted rates. Differences arising from translation are charged or credited to income.

#### (5) Accounting for hedges

##### Method of hedge accounting

With respect to receivables and payables denominated in foreign currencies covered by forward exchange contracts, appropriation accounting is applied.

##### Hedging instrument and risk hedged

Foreign exchange forward contracts are used to provide hedges against risk of fluctuation in currency exchange rates concerning

foreign currency-denominated assets and liabilities and for scheduled foreign currency-denominated transactions.

**Hedging policy**

Hedging transactions are only adopted in order to appropriately control and reduce risks associated with export and import.

Assessing the effectiveness of a hedge

Hedge accounting is applied in accordance with the "Practical Guidelines Concerning Accounting for Financial Instruments" (The Japanese Institute of Certified Public Accountants).

(6) Other significant accounting policies for preparation of non-consolidated financial statements

Accounting for consumption taxes

All amounts stated are exclusive of consumption and local taxes.

(Additional Information)

(Adoption of "Implementation Guidance on Recoverability of Deferred Tax Assets")

Effective from fiscal year 2017, the Company has adopted the "Implementation Guidance on Recoverability of Deferred Tax Assets" (ASBJ Guidance No. 26 issued on March 28, 2016).

**2. Notes relating to non-consolidated balance sheet**

(1) Short-term monetary receivables from subsidiaries and affiliates	9,327 million yen
Short-term monetary payables to subsidiaries and affiliates (excluding the amount separately presented on the balance sheet)	22,586 million yen
(2) Accumulated depreciation of property, plant and equipment	63,299 million yen

**3. Notes relating to non-consolidated statement of income**

(1) Transactions with subsidiaries and affiliates	
Net sales	52,057 million yen
Goods purchased	27,656 million yen
Commissions paid and storage fees	9,659 million yen
Non-operating transactions	1,175 million yen
(2) Write-down of inventories held for ordinary sales purposes due to a decline in profitability	
Cost of sales	136 million yen

**4. Notes relating to non-consolidated statement of shareholders' equity**

Number of shares of treasury stock at the end of the fiscal year ended December 31, 2017 17,276 shares

**5. Notes relating to deferred tax accounting**

(1) Significant components of deferred tax assets and liabilities

(Deferred tax assets)	(Millions of yen)
Excess of limit of accrued employee bonuses	91
Enterprise tax payable	192
Officer retirement benefits	163
Excess of limit of employee retirement benefits	1,025
Loss on revaluation of other securities	326
Loss on revaluation of golf memberships	133
Excess of limit of allowance for doubtful accounts	264
Loss on impairment	149
Book in excess of tax depreciation	216
Devaluation loss on inventories	310
Goodwill	1,506
Others	367
Total deferred tax assets	4,747
(Deferred tax liabilities)	
Unrealized gain on other securities	(1,861)
Total deferred tax liabilities	(1,861)
Net deferred tax assets	2,886

(2) Reconciliation between the effective statutory tax rate and the actual effective tax rate

Effective statutory tax rate	31.0%
(Reconciliation)	
Permanent difference-expenses	0.3%
Permanent difference-income	(4.9%)
Tax credit	(3.7%)
Others	0.1%
Actual effective tax rate	22.8%

## 6. Notes on related party transactions

### Subsidiaries

Company name	Location	Common stock	Principal business	Ownership	Relationship with the related party	Description of transactions	Transaction amount (Millions of yen)	Account item	Ending balance (Millions of yen)
Shimano (Singapore) Pte. Ltd.	Singapore	S\$ 65,994 thousand	Manufacture and sale of bicycle components	100.0%	Manufacture of the Company's products Officers' posts held concurrently	Dividend income	3,996	-	-
Shimano Components (Malaysia) Sdn. Bhd.	Johor, Malaysia	RM 18,000 thousand	Manufacture and sale of bicycle components and manufacture of fishing tackle	100.0% (100.0%)	Manufacture of the Company's products Officers' posts held concurrently	Purchase of bicycle components and fishing tackle (Note 1)	12,141	Accounts payable-trade	2,880
Shimano North America Holding, Inc.	California, U.S.A.	US\$ 14,000 thousand	Sale of bicycle components and fishing tackle and management of sales subsidiaries in the U.S.	95.0%	Sale of the Company's products Officers' posts held concurrently	Sale of bicycle components and fishing tackle (Note 1)	11,933	Accounts receivable-trade	1,463
						Collection of loans	882	Loans	3,107
						Receipt of interest (Note 2)	72		
Shimano Europe B.V.	Eindhoven, the Netherlands	EUR 18 thousand	Sale of bicycle components and management of bicycle components sales subsidiaries in Europe	100.0% (100.0%)	Sale of the Company's products Officers' posts held concurrently	Sale of bicycle components (Note 1)	8,817	Accounts receivable-trade	1,811
Shimano Sales Co., Ltd.	Sakai-ku, Sakai City, Osaka	JPY 277 million	Sale of bicycle components and fishing tackle; repair and storage	100.0%	Sale of the Company's products Officers' posts held concurrently	Transfer of business (Note 3)	7,387	Deposits received	16,308
						Transfer of funds (Note 4)	-		
						Payment of interest (Note 2)	212		

Transaction amounts do not include consumption taxes.

Figures in parentheses for the ownership refer to parent company equity stakes held via indirect ownership.

(Note 1) The terms and conditions for purchase and sale of the Company's products are determined, taking into account market prices and the cost of sales.

(Note 2) Interest rates for the loans/deposits are determined on a reasonable basis, taking into account market interest rates. The Company does not have collateral for the loans.

(Note 3) The price for transfer of business was determined, taking into account the price computed by a third-party institution.

(Note 4) With regard to transfer of funds, since the funds are settled on a time to time basis, only the ending balance for fiscal year 2017 is stated above.

## Officers and major individual shareholders

Type	Company name / Individual's name	Location	Common stock	Principal business / occupation	Ownership	Relationship with the related party	Description of transactions	Transaction amount (Millions of yen)	Account item	Ending balance (Millions of yen)
Companies etc. the majority of whose voting rights is owned by the Company's officer or his/her next of kin	Taiyo Kogyo Co., Ltd.	Ota-ku, Tokyo	JPY 48 million	Sales of petroleum products	4.38% of the Company's stock	Business partner	Acquisition of subsidiary shares (Note)	145	-	-
	Minato Kosan Co., Ltd.	Sakai-ku, Sakai City, Osaka	JPY 10 million	Real estate leasing	8.27% of the Company's stock	Business partner	Acquisition of subsidiary shares (Note)	119	-	-
Officers and/or their next of kin	Yozo Shimano	-	-	President and Representative Director of the Company	0.87% of the Company's stock	-	Acquisition of subsidiary shares (Note)	119	-	-
	Michiyo Shimano	-	-	Next of kin of a Director of the Company	0.38% of the Company's stock	-	Acquisition of subsidiary shares (Note)	119	-	-

Transaction amounts do not include consumption taxes.

(Note) The price for acquisition of subsidiary shares was determined, taking into account the price computed by a third-party institution.

## 7. Notes relating to per share data

- (1) Net assets per share 1,480.36 yen  
(2) Basic earnings per share 253.60 yen

\* The basis for calculation of the basic earnings per share is as follows:

Net income	23,509 million yen
Net income pertaining to common shareholders	23,509 million yen
Average number of shares of common stock outstanding	92,702 thousand shares

Note: Amounts are rounded down to the nearest million yen.

## Report of the Independent Auditors

February 7, 2018

The Board of Directors,  
Shimano Inc.

Seiry Audit Corporation  
Representative and Engagement Partner  
Certified Public Accountant  
Yoshihito Funakoshi  
Engagement Partner  
Certified Public Accountant  
Daiki Kaji

Pursuant to Article 444, Paragraph 4 of the Companies Act, we have audited the consolidated financial statements of Shimano Inc. for the fiscal year from January 1, 2017 to December 31, 2017, that is, the consolidated balance sheet, the consolidated statement of income, the consolidated statement of shareholders' equity, and notes relating to the consolidated financial statements.

### Management's Responsibility 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 designing and operating such internal control as management determines necessary to enable the preparation and fair presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### Auditors' Responsibility

Our responsibility is to independently express an opinion on the consolidated financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in Japan. These standards require that we plan and perform the audit to obtain reasonable assurance as to whether the consolidated financial statements are free of material misstatement.

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

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

### Audit Opinion

In our opinion, the aforementioned consolidated financial statements present fairly, in all material respects, the financial position and the results of operations of the Shimano Group, which consisted of Shimano Inc. and its consolidated subsidiaries, for the fiscal period in question in conformity with accounting principles generally accepted in Japan.

### Conflicts of Interest

Our firm and engagement partners have no interest in the Company that should be disclosed pursuant to the provisions of the Certified Public Accountants Act.

The above is a translation, for convenience only, of the original report issued in the Japanese language.



## Report of the Independent Auditors

February 7, 2018

The Board of Directors,  
Shimano Inc.

Seiry Audit Corporation  
Representative and Engagement Partner  
Certified Public Accountant  
Yoshihito Funakoshi  
Engagement Partner  
Certified Public Accountant  
Daiki Kaji

Pursuant to Article 436, Paragraph 2, Item 1 of the Companies Act, we have audited the non-consolidated financial statements of Shimano Inc. for the 111th fiscal year from January 1, 2017 to December 31, 2017, that is, the non-consolidated balance sheet, the non-consolidated statement of income, the non-consolidated statement of shareholders' equity, and notes relating to the non-consolidated financial statements, as well as the supplementary schedules.

### Management's Responsibility for the Non-consolidated Financial Statements

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

### Auditors' Responsibility

Our responsibility is to independently express an opinion on the non-consolidated financial statements and the supplementary schedules based on our audit. We conducted our audit in accordance with auditing standards generally accepted in Japan. These standards require that we plan and perform the audit to obtain reasonable assurance as to whether the non-consolidated financial statements and the supplementary schedules are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the non-consolidated financial statements and the supplementary schedules. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the non-consolidated financial statements and the supplementary schedules, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the non-consolidated financial statements and the supplementary schedules 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 internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the non-consolidated financial statements and the supplementary schedules.

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

### Audit Opinion

In our opinion, the aforementioned non-consolidated financial statements and the supplementary schedules present fairly, in all material respects, the financial position and the results of operations for the fiscal period in question in conformity with accounting principles generally accepted in Japan.

### Conflicts of Interest

Our firm and engagement partners have no interest in the Company that should be disclosed pursuant to the provisions of the Certified Public Accountants Act.

## Audit Report

Based on the audit reports prepared by each Audit & Supervisory Board Member and due deliberation of such, the Audit & Supervisory Board has prepared this audit report on the execution of duties by the Directors for the 111th fiscal year from January 1, 2017 to December 31, 2017, and hereby submits it as follows:

### 1. Auditing methods and nature of audit by Audit & Supervisory Board Members and the Audit & Supervisory Board

- (1) Besides determining relevant auditing policies and allocation of duties and receiving reports from each Audit & Supervisory Board Member concerning audit execution status and related results, the Audit & Supervisory Board received execution status reports from Directors and the Accounting Auditor relating to their respective duties and requested explanations as necessary.
- (2) Pursuant to the Audit & Supervisory Board Regulations determined by the Audit & Supervisory Board and in accordance with the auditing policies and allocation of duties, each Audit & Supervisory Board Member undertook communications with Directors, personnel of an internal audit organization, and other employees; gathered information; and contributed to the development of the auditing environment within the Company. At the same time, the Audit & Supervisory Board Members performed audits in the following methods:
  - 1) Audit & Supervisory Board Members attended meetings of the Board of Directors and other important meetings; received execution status reports from Directors and employees concerning their respective duties; requested explanations as necessary; reviewed documents that record approval of material matters; and conducted investigations regarding the status of the business operations and assets at the Company's head office and other major sites. With regard to majority-owned subsidiaries, the Audit & Supervisory Board Members undertook communications and exchanges of information with the Directors and Audit & Supervisory Board Members of these subsidiaries and received reports on their businesses, as necessary.
  - 2) Regarding the situation of establishment and operation of internal control systems (recorded in the business report as systems necessary for ensuring that the execution of duties by Directors is in full compliance with laws and regulations and the Company's Articles of Incorporation and other systems necessary for ensuring the appropriateness of operations across the Group consisting of the Company as a Japanese joint-stock corporation and its subsidiaries in accordance with Article 100, Paragraph 1 and 3, of the Enforcement Regulations of the Companies Act), including the content of any related resolutions and decisions made by the Board of Directors, the Audit & Supervisory Board Members periodically received reports from Directors, employees, etc., requested explanations as necessary, and expressed opinions.
  - 3) The Audit & Supervisory Board Members examined the content of the basic policy concerning control of a stock company recorded in the Company's business report (Article 118, Item 3 (i) Basic Policy and (ii) Measures of the Enforcement Regulations of the Companies Act) on the basis of the status of deliberations at meetings of the Board of Directors and other meetings.
  - 4) Our audit involved an investigation of the independence of the Accounting Auditor and checks on the appropriateness of the financial audit performed by the Accounting Auditor. We also received execution status reports from the Accounting Auditor and requested explanations as necessary. Furthermore, we received from the Accounting Auditor a notice to the effect that its internal systems for ensuring the appropriate execution of duties (in respect of all those aspects listed in Article 131 of the Corporate Calculation Regulations pertaining to the Companies Act) were in conformity with the "Quality Control Standards for Audits" (FSA Business Accounting Council, October 28, 2005) and requested explanations as necessary.

Through the above methods, we reviewed the business report and supplementary schedules pertaining to the fiscal year in question, the non-consolidated financial statements (the non-consolidated balance sheet, the non-consolidated statement of income, the non-consolidated statement of shareholders' equity, and notes relating to the non-consolidated financial statements) and the supplementary schedules, as well as the consolidated financial statements (the consolidated balance sheet, the consolidated statement of income, the consolidated statement of shareholders' equity, and notes relating to the consolidated financial statements) of the Company pertaining to the fiscal year in question.

## 2. Results of audit

### (1) Results of audit of the business report, etc.

1) The business report and the supplementary schedules present fairly the financial condition of the Company, in conformity with laws and regulations and the Company's Articles of Incorporation.

2) Regarding the execution of duties by Directors, we found no instances of misconduct or material matters in violation of any laws and regulations or the Company's Articles of Incorporation.

3) We find the content of all resolutions of the Board of Directors relating to the internal control systems of the Company to be fair and reasonable. In our opinion, neither records in the business report nor matters relating to the execution of duties by the Directors vis-à-vis internal control systems require special mention.

4) In our opinion, no matters relating to the basic policy on the nature of persons who control decisions on the Company's financial and business policies recorded in the business report require special mention. We find that the measures described in the business report, set forth in Article 118, Item 3 (ii) of the Enforcement Regulations of the Corporation Law are in line with the basic policy, do not impair the common interests of the Company's shareholders, and are not for the purpose of maintaining the position of the Company's Officers.

### (2) Results of audit of the non-consolidated financial statements and the supplementary schedules

In our opinion, the auditing methods and results of Seiryō Audit Corporation are fair and reasonable.

### (3) Results of audit of the consolidated financial statements

In our opinion, the auditing methods and results of Seiryō Audit Corporation are fair and reasonable.

February 13, 2018

Audit & Supervisory Board, Shimano Inc.

Full-time Audit & Supervisory Board Member: Koichi Shimazu

Full-time Audit & Supervisory Board Member: Hideo Katsuoka

Outside Audit & Supervisory Board Member: Gohei Matsumoto

Outside Audit & Supervisory Board Member: Kanako Nozue

The above is a translation, for convenience only, of the original report issued in the Japanese language.