

To the Shareholders

**Items Posted on Internet Concerning  
Notice of the 15th Ordinary General Meeting of  
Shareholders**

May 29, 2019

**SEGA SAMMY HOLDINGS INC.**

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Pursuant to the provisions of laws and regulations and the Article 16 of the Articles of Incorporation, the above information shall be deemed to be provided to all shareholders by posting it on the website of SEGA SAMMY HOLDINGS INC. (the "Company"):  
(<https://www.segasammy.co.jp/japanese/ir/stock/meeting/>).  
Information in English will be posted on our English website  
(<https://www.segasammy.co.jp/english/ir/stock/meeting/>).

## 1. Company's Share Subscription Rights

- (1) Outline of Share Subscription Rights Issued to the Company's Directors and Audit & Supervisory Board Members as Remuneration for Their Services as of the End of the Fiscal Year Ended March 31, 2019

Date of Resolutions of the Ordinary General Meeting of Shareholders	August 2, 2016
Number of individuals with rights Company Directors	3
Number of share subscription rights (Note 1)	850
Class of shares for share subscription rights	Common stock
Number of shares for share subscription rights	85,000
Payment on exercise of share subscription rights	There is no need of delivering payment to exchange with the share subscription rights.
Capital contribution upon exercise of share subscription rights (per share)	¥1,413
Period for exercise of share subscription rights	September 2, 2018 – September 1, 2020
Terms and conditions for exercise of share subscription rights	(Note 2)
Matters concerning the transfer of share subscription rights	When transferring share subscription rights, approval must be obtained from the Board of Directors

Notes: 1. Number of shares of share subscription rights is 100 per the right.

2. Terms and conditions for exercise of share subscription rights are as follows:

The grantee shall be Director, Audit & Supervisory Board Member, Executive Officer, Consultant, Counsel, or employee of the Company or any of its subsidiaries when he or she exercises the rights. However, the following cases are treated as exceptions.

- a. Where the loss of such position is due to expiration of the term of office or amendment of law or Articles of Incorporation of the Company or any of its subsidiaries;
- b. Where the loss of such position is due to company regulations, including mandatory retirement or termination on account of business contraction;
- c. Where, immediately after the loss of such position due to the reasons held by the Company, the grantee becomes Director, Audit & Supervisory Board Member, Executive Officer, Consultant, Counsel, or employee of the Company, any of its Group companies, any of its business partners or any other company sanctioned by the Company.

- (2) Outline of Share subscription rights Issued to Company Employees or Subsidiary Directors, Audit & Supervisory Board Members, or Employees as Remuneration for Their Services During the Fiscal Year Ended March 31, 2019

Not applicable.

## 2. Independent Auditors

(1) **Name**  
KPMG AZSA LLC

(2) **Liability Limitation Agreement with Independent Auditors**

Although, the Company amended its articles of incorporation and established regulations regarding liability limitation agreements with independent auditors at the Second Ordinary General Meeting of Shareholders on June 20, 2006, the Company has not entered into the liability limitation agreement with KPMG AZSA LLC.

(3) **Remuneration, etc.**

	Remuneration, etc.
Remuneration, etc., related to the fiscal year ended March 31, 2019	¥137 million
Total of cash and other profits that should be paid to independent auditors by the Company and its subsidiaries (together, the “Group”)	¥366 million

Notes: 1. The Company’s subsidiaries, Sega Europe Ltd., etc. are audited by auditors that differ from the Company’s.

2. As a result of checking and reviewing the independent auditor’s audit plan and record of remuneration for the last year, the Audit & Supervisory Board of the Company gave consent to the remuneration etc. for the independent auditor pursuant to Article 399, Paragraph 1 of the Companies Act.

3. The non-audit services for which the Company paid remuneration to auditing certified public accountants and other accountants include contracted business research, which are outside the scope of the services stipulated in Article 2, Paragraph 1 of the Certified Public Accountants Law.

(4) **Policy Regarding Determination of Termination or Not Reappointing**

The Company will include in objectives of the General Meeting of Shareholders the dismissal of the independent auditor prescribed in any clause within Article 340, Section 1 of the Companies Act as well as the dismissal or non-reappointment of the independent auditor if it is deemed difficult for the independent auditor to perform its duty appropriately.

## 3. Outline of Resolutions Regarding Preparation of Internal Control System and so forth to Ensure Appropriate Business Execution

Based on the Companies Act, the Company made the following resolutions regarding the “Basic Policy on Preparation of Internal Controls System” and has worked to prepare this system.

(1) **System to Ensure the Efficient Implementation of the Duties of the Company’s Directors and Compliance with Laws and the Articles of Incorporation**

In accordance with the Group Mission, establish a Group CSR Charter, Group Code of Conduct, Group Management Policies, and Guidelines (hereinafter, collectively referred to as “Group Philosophy and Code”) and President (Representative Director) will repeatedly communicate the spirit of Group Philosophy and Code to employees in administrative post, in order to thoroughly establish compliance with laws, etc., as a condition for all corporate activities. These efforts will reflect the Company’s fundamental policy of fulfilling its social responsibility as a member of society and provide a basis for establishing a compliance system that comprises such policy.

In addition, in the interest of further strengthening corporate governance, the Board of Directors will make efforts to build an effective internal controls system and to secure a system for compliance with laws for the Company as a whole, based on the Group Management Policies stipulated for a unified management of the entire Group and the Guidelines that show the standard for operation and management of the entire Group so that the Company’s business execution is appropriate and sound. Also, the Audit & Supervisory Board will audit the effectiveness and functionality of this internal controls system, and make efforts to identify and correct issues early through regular inspection.

In order to prevent participation in management by anti-social forces, it will be specified that all relations with anti-social forces are removed in the Group Code of Conduct. Moreover, the Group

will contain so-called “Bo-hi jyoko” (terms and clauses concerning exclusion of organized crime groups) in contracts, establish a system to check whether or not our business partners correspond to anti-social forces, and establish a system to address systematically in corporation with outside organizations including the police and lawyers appropriately when anti-social forces approach the Group.

(2) System Related to the Retention and Management of Information Related to the Implementation of the Duties of the Company’s Directors

President (Representative Director) will appoint the Director in charge of the Administrative Division as the person in charge of the entire Company with respect to preservation and management of information related to execution of Directors’ duties. Information related to execution of Directors’ duties will be recorded in writing or electronic media based on the Company regulations etc., and preserved and managed so that the Directors and Audit & Supervisory Board Members are able to appropriately view such information and also so that such information is easy to search.

In order to manage trade secrets and other information, etc., properly, policies concerning information management and IT security, as well as guidelines for IT security will be established, and it is planned that they will be fully informed of and complied with.

(3) Regulations and Other Systems Regarding Risk Management for Losses of the Company

With respect to risks related to the Company’s business, each relevant division and department will analyze and identify anticipated risks and clarify the risk management system. The Internal Audit Department will audit each division’s and department’s risk management and report the results regularly to the management decision-making body and executive and supervisory management organization.

In order to capture and manage properly important risks underlying inside and outside the management including emergency responses, policies concerning risk management and crisis management guidelines will be established as one of the Group Management Policies and Guidelines, and in the event of a situation likely to have a severe impact on the Group, crisis management teams of the Company and the Group companies shall cooperate to discuss about countermeasures for prompt and effective actions.

(4) System to Ensure that the Duties of the Company’s Directors are Implemented Efficiently

Adopt an Audit & Supervisory Board Member system for efficient execution of Directors’ duties, as well as for Company Directors and Audit & Supervisory Board Members to be well-informed about the Group’s businesses and promptly and appropriately make decisions for the Group. The system should also enable appropriate and efficient execution of duties under rules related to authorities and decision-making based on the Regulations of the Board of Directors, etc.

(5) System to Ensure Appropriate Compliance with Laws and the Articles of Incorporation Concerning the Implementation of the Duties of the Company’s Employees

The Company will promote the group compliance measures for employees to act appropriately in compliance with laws, the Articles of Incorporation, Company regulations, and social norms. These measures must be based on the Group Philosophy and Code as code of conduct.

Establish a “Hot Line” system that enables an employee to report as a whistle-blowing any violation of laws, the Articles of Incorporation, Company regulations, or conduct in violation of social norms that they learn. Also establish a system that enables the person in charge promptly to report any material matters to the Board of Directors and the Audit & Supervisory Board.

Such a whistle-blower will be kept in secret, and will not receive any disadvantageous treatments due to the report. Establish an internal reporting contact offices comprised of outside counsel, etc. as recipients of an informant’s report other than the ordinary reporting line, as part of a system that maintains transparency and accurately addresses relevant issues.

(6) System Shown Below and Other Systems to Ensure that the Businesses of the Group, Comprised of the Company, its Parent, and its Subsidiaries, are Implemented Properly

① System to report to the Company matters related to the execution of the duties by the directors,

the Statutory Executive Officers, officers executing the duties, and people who should execute the duties of Article 598, Section 1 of the Companies Act of the Company's subsidiaries (referred to as "the directors, etc." in ③ and ④ below)

By having the Company's employees in administrative post concurrently serve as the directors or the Audit & Supervisory Board members of its Group companies, a system will be established to report and share information of the Group companies to and with the Company through such officers.

At the same time, a system will be established to communicate important matters, report, share information on matters of whistle-blowing, report and share information on matters of accounting wrongdoings and errors based on the vertical chain of the Regulations of Management of Related Companies between the Company and its Group companies. However, the whistle-blower will be kept in secret, and will not receive any disadvantageous treatments due to the report.

Hold meetings, etc. for the Group's Compliance and the Group's Audit & Supervisory Board Members, where various problems in the Group or governance matters with material risks are addressed. The Company's internal audit department will conduct audits for the benefit of the Group as a whole, and efforts will be made to ensure to the extent possible that information is shared among members of the Group and businesses are properly executed.

② System regarding risk management for losses of the Company's subsidiaries

Regarding common priority items and measures of the Group that the Company has stipulated, while they will be addressed by each of its Group companies, specific risks of each subsidiary will be managed in consideration of scale, nature, business category, etc. of each of its Group companies.

③ System to ensure that the duties of the directors, etc. of the Company's subsidiaries are executed efficiently

As with the Company, in its Group companies, adopt an Audit & Supervisory Board member system for efficient execution of directors' duties, as well as for Company Directors and Audit & Supervisory Board members to be well-informed about the Group's businesses and promptly and appropriately make decisions for the Group. The system should also enable appropriate and efficient execution of duties under rules related to authorities and decision-making based on the Regulations of the Board of Directors, etc. However, the system will be established in consideration of scale, nature, business category, etc. of each of its Group companies.

④ System to ensure appropriate compliance with laws and the Articles of Incorporation concerning execution of the duties of the directors, etc. and employees of the Company's subsidiaries

As with the Company, the Board of Directors of its Group companies will establish a compliance system in order to fulfill Group Philosophy and Code based on importance of compliance with laws, etc. and of fundamental policy of fulfilling social responsibilities as a member of a society.

(7) Matters Regarding Employees whom Audit & Supervisory Board Members of the Company with Audit & Supervisory Board Members Request to Assist Them in Their Duties, Matters Related to the Independence of the Employees from the Directors of the Company with Audit & Supervisory Board Members, and Matters Related to Ensuring Effectiveness of Instructions to the Employees by Audit & Supervisory Board Members of the Company with Audit & Supervisory Board Members  
Establish an Audit & Supervisory Board Member's Office as an organization that reports directly to the Audit & Supervisory Board and employees in such office will assist the Audit & Supervisory Board Members' duties under their direction and order.

Employees who assist the Audit & Supervisory Board Members in their duties will be dedicated employees in principle and will not be directed or supervised by the Directors. However, under unavoidable circumstances, employees who serve concurrently in a position of the executive side will be assigned. Concerning such concurrent employees, independence will be especially considered. Appointment, dismissal, personnel transfer, evaluation, disciplinary action, revision of wages, etc. of the employees will require a prior agreement of the Audit & Supervisory Board.

(8) System Shown Below and Other Systems Related to Reporting to Audit & Supervisory Board Members of the Company with Audit & Supervisory Board Members

① System to enable Directors, Accounting Advisors, and employees of the Company with Audit &

Supervisory Board Members to report to Audit & Supervisory Board Members of the Company with Audit & Supervisory Board Members

The Directors and employees of the Company must report promptly to the Audit & Supervisory Board on material violations of laws and the Articles of Incorporation or a fact of illegal conduct related to execution of the duties or a fact that might cause conspicuous harm to the Company that they learn. Decisions that materially affect the Company's business or organization and results of internal audits will be treated in the same way.

- ② System to enable directors, Accounting Advisors, Audit & Supervisory Board members, Statutory Executive Officers, officers executing the duties, people who should execute the duties of Article 598, Section 1 of the Companies Act of subsidiaries of the Company with Audit & Supervisory Board members and other people equivalent to these people and employees or people who received reports from these people to report to the Audit & Supervisory Board Members of the Company with Audit & Supervisory Board Members

The directors, the Audit & Supervisory Board members, the Executive Officers, employees, etc. of the Group companies or people who received reports from these people must report promptly to the Audit & Supervisory Board of the Company on material violations of laws and the Articles of Incorporation or a fact of illegal conduct related to execution of the duties or a fact that might cause conspicuous harm to the Company that they learn. Decisions that materially affect the Company's business or organization and results of internal audits will be treated in the same way.

The Audit & Supervisory Board Members of the Company will make efforts to maintain systems from the perspective of focusing on so-called group management so that the Audit & Supervisory Board Members of the Group companies are able to become receivers of report from the business execution side and to become mediators.

- (9) System to Ensure that People Who Made the Report Described in the Previous Clause Will Not Receive Disadvantageous Treatments Because of Making Such Report

The reporter described in the previous clause will not receive disadvantageous treatments because of making such report. Such disadvantageous treatments will be subject to punitive action.

- (10) Matters Concerning Policies Related to Procedures of Prepayment or Reimbursement of Expenses Arising from Implementation of the Duties of the Audit & Supervisory Board Members of the Company with Audit & Supervisory Board Members and Other Treatments of Expenses or Liabilities Arising from Implementation of Such Duties

The Company will bear expenses arising from the execution of the duties of the Audit & Supervisory Board Members in accordance with the Company regulations, responding to requests from the Audit & Supervisory Board or Standing Audit & Supervisory Board Members. This includes expenses incurred in using outside advisors, etc., as prescribed in the clause (11).

- (11) Systems Established to Ensure the Efficacious Performance of Auditing Responsibilities by Audit & Supervisory Board Members of the Company with Audit & Supervisory Board Members

Representative Directors regularly will meet with Audit & Supervisory Board Members, exchange opinions related to Company management, in addition to business reports, and otherwise communicate effectively with them.

The Board of Directors will ensure Audit & Supervisory Board Members' participation in important work-related meetings to ensure that the Company's business is executed properly.

The Audit & Supervisory Board will use attorneys, certified public accountants, and other outside advisors, as necessary for itself, and its opportunities to receive advice related to audit work will be guaranteed.

(Outline of implementation status of internal control system to ensure appropriate business execution)

The implementation status of the foregoing Basic Policy of the Company is as outlined below:

- (1) Compliance

① Compliance training is held every fiscal year for the officers of the Company and the Group, divided into separate groups of new officers and existing officers. For Directors of the Company,

officer training is held (theme of labor laws, including long work hours was held during the current fiscal year).

- ② As a place to share important issues and relevant measures for internal controls such as compliance and risk management, the Group compliance liaison meeting is in place. The main contents of the meeting are presented as feedback to the Board of Directors, etc. of major Group companies.
- ③ In an effort to enhance the compliance system, the Company designates priority compliance matters each fiscal year that are common across the Group, from among all social requirements and issues affecting the Group, and implements group training. The Company also engages in “compliance promotion activities” on a continual basis for the purpose of boosting compliance awareness and knowledge among the Group employees.
- ④ As an initiative to eliminate anti-social forces, the Company has introduced a Group-wide checking system to detect if business partners apply as anti-social forces and supports its implementation.
- ⑤ For the purpose of early detection and preventing misconduct such as violations of laws and regulations, the Company has established “Corporate Ethics Hot Line” as a whistle-blowing system. The Company is actively involved in informing employees of the system.
- ⑥ The Company’s internal audit department conducts internal audits of the Company and the Group companies and strives to further enhance the internal audit system by sharing audit information and strengthening mutual cooperation with the internal audit departments of the Group companies.

(2) Risk management

By identifying significant risks underlying inside and outside management and clarifying issues to be addressed, the Company and the Group companies are committed to business executions and mitigating loss of management resources and recurrence thereof.

(3) Effectiveness of audits by Audit & Supervisory Board Members

- ① In order to complement enhanced information provision to Audit & Supervisory Board Members for internal control purposes, the meetings of “Holdings Audit Liaison Committee” consisting of Audit & Supervisory Board Members and the Independent Auditor, “Audit & Supervisory Board Members and Internal Auditing Office Liaison Committee” where Audit & Supervisory Board Members and the internal audit department discuss progress in audits and exchange information, and “Group Audit Liaison Committee” consisting of all Standing Audit & Supervisory Board Members of the Group are held.
- ② The Company assigns employees dedicatedly serving as an assistant to Audit & Supervisory Board Members to provide support for Audit & Supervisory Board Members in executing their duties.



#### 4. Consolidated Statement of Changes in Net Assets

(From April 1, 2018 To March 31, 2019)

(Unit: millions of yen)

	Shareholders' equity				
	Capital stock	Capital surplus	Retained earnings	Treasury stock	Total shareholders' equity
Balances as of April 1, 2018	29,953	117,345	207,174	(54,781)	299,691
Changes of items during the period					
Dividends from surplus			(9,377)		(9,377)
Profit attributable to owners of parent			2,642		2,642
Purchase of treasury stock				(11)	(11)
Disposal of treasury stock		(18)		624	605
Purchase of shares of consolidated subsidiaries		(184)			(184)
Reversal of revaluation reserve for land			1,450		1,450
Total changes of items during the period	–	(203)	(5,284)	613	(4,874)
Balances as of March 31, 2019	29,953	117,142	201,889	(54,168)	294,816

	Accumulated other comprehensive income					
	Valuation difference on available - for sale securities	Deferred gains or losses on hedges	Revaluation reserve for land	Foreign currency translation adjustment	Remeasurements of defined benefit plans	Total accumulated other comprehensive income
Balances as of April 1, 2018	10,528	17	340	(2,147)	(479)	8,259
Changes of items during the period						
Dividends from surplus						
Profit attributable to owners of parent						
Purchase of treasury stock						
Disposal of treasury stock						
Purchase of shares of consolidated subsidiaries						
Reversal of revaluation reserve for land						
Net changes of items other than shareholders' equity	3,826	(17)	(1,450)	(2,741)	(45)	(427)
Total changes of items during the period	3,826	(17)	(1,450)	(2,741)	(45)	(427)
Balances as of March 31, 2019	14,354	–	(1,109)	(4,888)	(524)	7,832

(Unit: millions of yen)

	Subscription rights to shares	Non-controlling interests	Total net assets
Balances as of April 1, 2018	819	1,685	310,456
Changes of items during the period			
Dividends from surplus			(9,377)
Profit attributable to owners of parent			2,642
Purchase of treasury stock			(11)
Disposal of treasury stock			605
Purchase of shares of consolidated subsidiaries			(184)
Reversal of revaluation reserve for land			1,450
Net changes of items other than shareholders' equity	93	90	(244)
Total changes of items during the period	93	90	(5,119)
Balances as of March 31, 2019	912	1,776	305,337

Note: Figures shown in millions of yen have been rounded down to the nearest million.

## 5. Notes to Consolidated Financial Statements

### I Significant Accounting Policies Used in Preparation of Consolidated Financial Statements

(1) Scope of Consolidation

Number of consolidated subsidiaries 74

For a complete list of major consolidated subsidiaries, refer to the section “I Outline of the Group’s Business” under “7. Material Parent Company and Subsidiaries” of “(2) Relationships with subsidiaries”.

From the fiscal year ended March 31, 2019, the followings have been excluded from the scope of consolidation because of liquidation; SEGA SAMMY BUSAN INC. and another company.

Number of non-consolidated subsidiaries 17

Major non-consolidated subsidiaries: GO GAME PTE. LTD. etc.

Non-consolidated subsidiaries are excluded from the scope of consolidation because the combined amount of each of assets, net sales and net income corresponding to the percentage of equity interest held by the Company, and the combined amount of retained earnings corresponding to the percentage of equity interest held by the Company, do not have significant effect on the consolidated financial statements.

(2) Application of the Equity Method

Number of non-consolidated subsidiaries accounted for under the equity-method 6

Major non-consolidated subsidiaries accounted for under the equity-method: GO GAME PTE. LTD. etc.

Number of affiliated companies accounted for under the equity method 12

Major equity-method affiliates: PARADISE SEGASAMMY Co., Ltd. and INTERLIFE HOLDINGS CO., LTD. etc.

Number of non-consolidated subsidiaries and affiliated companies which are not accounted for under the equity method 12

Major non-consolidated subsidiaries and affiliated companies which are not accounted for under the equity method: CHARA-WEB.CO., LTD. etc.

Some of the Company’s non-consolidated subsidiaries and affiliates are not accounted for under the equity method because the combined amount of net income corresponding to the percentage of equity interest held by the Company, and the combined amount of retained earnings corresponding to the percentage of equity interest held by the Company do not have significant effect on the consolidated financial statements even if they are excluded from the scope of equity method, and have no significance as a whole.

(3) Fiscal Year for Consolidated Subsidiaries

Consolidated subsidiaries whose fiscal year-ends differ from the consolidated balance sheet date are listed below. Necessary adjustments are made on consolidation for material transactions that occurred between the end of the fiscal years of these subsidiaries and the end of the consolidated balance sheet date.

<u>Consolidated subsidiary</u>	<u>Fiscal year-end</u>
Sega Amusements Taiwan Ltd.	December 31
Beijing SEGA Mobile Entertainment Technology Co., Ltd.	December 31
Dartslive China Ltd.	December 31
Sega Black Sea Ltd.	December 31
MPandC INC.	December 31

(4) Accounting Policies

① Valuation standards and accounting treatment for important assets

a. Held-to-maturity debt securities

Held-to-maturity debt securities are stated at amortized cost (the straight - line method).

b. Available-for-sale securities

Securities with fair value

Securities with fair value are stated at fair value. The difference between acquisition cost and fair value is accounted for as valuation difference on available-for-sale securities in net assets, with cost of sales determined by the moving-average method.

With respect to compound financial instruments whose fair values cannot be categorized and measured for each embedded derivative, the entire compound financial instruments are appraised by fair value, and unrealized gains or losses are reported as income or expenses for the fiscal year ended March 31, 2019.

Securities without fair value

Securities without fair value are carried at cost, which is determined by the moving-average method.

The net amount of equity included in the Company's financial statements from limited liability investment partnerships and similar investments, regarded as marketable securities under Article 2-2 of the Financial Investment and Exchange Law of Japan, is calculated based on the relevant financial statements for the partnership available as of the reporting date stipulated in the partnership agreement.

c. Derivatives

Derivatives are stated at fair value.

d. Inventories

Inventories are stated at cost, cost being determined mainly by the gross-average method (or at the net realizable value (NRV) calculated by writing down the book value to reflect a decrease in the NRV).

Work in process is also stated at cost, cost being determined by the specific identification method (or at the NRV calculated by writing down the book value to reflect a decrease in the NRV).

② Depreciation and amortization for important assets

a. Property, plant and equipment (excluding lease assets):

Depreciation is calculated primarily using the straight-line method.

Range of useful life for the assets is as follows:

Buildings and Structures: 2-50 years

Machinery, equipment and vehicles: 2-16 years

Amusement machines and facilities: 2-5 years

b. Intangible assets (excluding lease assets):

Amortization is calculated using the straight-line method. The software used in the Company is amortized by the straight-line method based on the useful lives within the Company (less than 5 years).

c. Lease assets

Finance leases which transfer ownership:

Depreciation method for such assets is the same as that which applies to property, plant and equipment owned by the Company.

Finance leases which do not transfer ownership:

Depreciated, using the straight-line method over a useful life equal to the lease period with a residual value of zero.

③ Accounting for deferred assets

Bond issue cost: All expenses are expensed when incurred.

④ Accounting for allowances and provisions

a. Allowance for doubtful accounts

Allowance for doubtful accounts is provided in the amount sufficient to cover possible losses based on a historical write-off of general receivables. Receivables with default possibility

and bankrupt receivables are calculated based on an individual assessment of the possibility of collection.

b. Provision for bonuses

The estimated amount of bonuses was recorded to meet the payment of employee bonuses, an amount corresponding to the current fiscal year.

c. Provision for directors' bonuses

The estimated amount of bonuses was recorded to meet the payment of Directors and Audit & Supervisory Board Members bonuses, an amount corresponding to the current fiscal year.

d. Provision for point card certificates

In order to provide for the usage of points granted to customers under the point system, the estimated future usage amount for the end of the fiscal year ended March 31, 2019 has been recorded.

e. Provision for dismantling of fixed assets

To provide for expenses for dismantling unused decrepit buildings, estimated future expenses are recorded.

⑤ Accounting method for retirement benefits

a. Attribution method for projected retirement benefits

In calculating retirement benefits obligations, benefit formula attribution is adopted for the purpose of attributing projected retirement benefits to the period up to the end of the fiscal year ended March 31, 2019.

b. Treatment of actuarial gains and losses and prior service costs

Prior service costs are amortized equally over a certain number of years (10 years in principle) within the average remaining years of service for the employees at the time of accrual, or are charged to income collectively at the time of accrual. Actuarial gains and losses are amortized by the straight-line method over a certain number of years (10 years in principle) within average remaining years of service for the employees at the time of accrual in each fiscal year, commencing from the following fiscal year after the accrual for each employee, or are charged to income collectively in the following fiscal year after the accrual.

⑥ Accounting for significant hedge

a. Hedge accounting

The Group adopts deferred hedge accounting. However, special treatment is used for qualifying interest rate swap transactions. Moreover, allocation hedge accounting is applied to qualifying currency swap transactions and forward exchange contracts.

b. Hedging instruments and hedged items

Hedging instrument: Currency swaps, interest rate swaps, and forward exchange contracts

Hedged item: Interest on loans payable, receivables and payables denominated in foreign currencies

c. Hedge policy

Derivative instruments are used to mitigate risks associated with foreign exchange and interest rate fluctuations.

As a rule, hedging is only used for items in which actual demand exists, and not for speculative purposes.

d. Evaluation of hedge effectiveness

Hedge effectiveness is evaluated through comparative analysis of the cumulative fluctuations in the market between the hedged item and the hedging instrument. Evaluation of hedge effectiveness at fiscal year-end is omitted for currency swap transactions, as material conditions for the notional principal of hedging instruments and those for hedged items are the same and these transactions are deemed to offset the market fluctuations. Evaluation of hedge effectiveness at fiscal year-end is omitted also for interest rate swap transactions applied to special treatment.

⑦ Amortization method and period of goodwill

If the duration of the effect of goodwill can be rationally estimated, amortization is made over the estimated number of years by the straight-line method. In other cases, amortization is made over a five-year-period by the straight-line method.



#### IV Notes to Consolidated Statement of Income

- (1) The book value devaluation of inventories held for normal sales purpose based on decline in profitability.

Cost of sales ¥5,131 million

- (2) R&D expenses included in general and administrative expenses and the manufacturing cost for the current fiscal year ¥46,782 million

- (3) Breakdown of major extraordinary items

- ① Breakdown of gain on sales of noncurrent assets

Buildings and structures	¥(2,597) million
Machinery, equipment and vehicles	¥52 million
Land	¥7,769 million
<u>Other property, plant and equipment</u>	<u>¥0 million</u>
Total	¥5,225 million

(Note) Loss on sales of buildings and structures and gain on sales of land, resulting from the sale of the same property, are offset against each other and are presented as gain on sales of noncurrent assets in the Consolidated Statement of Income.

- ② Breakdown of loss on sales of noncurrent assets

Buildings and structures	¥7 million
Machinery, equipment and vehicles	¥0 million
Land	¥3 million
<u>Other property, plant and equipment</u>	<u>¥36 million</u>
Total	¥47 million

- ③ Breakdown of impairment loss

(Unit: millions of yen)

Use	Location	Type	Amount
Amusement facilities	Zama-shi, Kanagawa and 2 other locations	Buildings and structures	46
		Amusement machines and facilities	45
		Other property, plant and equipment, etc.	26
Assets for business	Shinagawa -ward, Tokyo and 9 other locations	Buildings and structures	603
		Amusement machines and facilities	145
		Other property, plant and equipment	655
		Other intangible assets	6,810
		Total	8,334

For each business segment, the Group classifies assets or asset groups based on whether their cash flows can be estimated independently. The book values of assets or asset groups whose fair values declined significantly or that are projected to consistently generate negative cash flows are reduced to their recoverable value. The amount of this reduction is deemed an impairment loss and is recorded under extraordinary loss.

**V Notes to Consolidated Statement of changes in Net Assets**

(1) Issued Stock

(Unit: shares)

Type of stock	As of April 1, 2018	Increase	Decrease	As of March 31, 2019
Common stock	266,229,476	—	—	266,229,476

(2) Treasury Stock

(Unit: shares)

Type of stock	As of April 1, 2018	Increase	Decrease	As of March 31, 2019
Common stock	31,850,504	6,509	363,086	31,493,927

(Outline of Causes of Change)

The causes of the increase are as follows:

Increase due to purchase of odd-lot stock 6,509 shares

The causes of the decrease are as follows:

Decrease due to sales of odd-lot stock 286 shares

Decrease due to exercise of stock options 362,800 shares

(3) Dividends

① Dividend Amount

Resolution	Type of Stock	Total dividend (¥ million)	Dividend per share (¥)	Record date	Effective date
Board of Directors' Meeting held on May 11, 2018	Common stock	4,687	20	March 31, 2018	June 1, 2018
Board of Directors' Meeting held on November 1, 2018	Common stock	4,689	20	September 30, 2018	December 3, 2018

② Dividends of which the record date is in the fiscal year ended March 31, 2019, but the effective date is in the following fiscal year

Resolution	Type of Stock	Resource of dividend	Total dividend (¥ million)	Dividend per share (¥)	Record date	Effective date
Board of Directors' Meeting held on May 10, 2019	Common Stock	Retained Earnings	4,694	20	March 31, 2019	June 3, 2019

(4) Number and type of shares to be issued upon exercise of subscription rights to shares (except for the ones before the first day of the exercisable period) as of the end of the fiscal year ended March 31, 2019

Common stock 3,564,200 shares



## VI Notes on the Financial Instruments

### (1) Matters regarding the current status of financial instruments

The Group's signed an agreement concerning commitment lines with financial institutions, such as securing medium- to long-term fund liquidity with the Company as a holding company, as a safety net for the entire Group. In addition, capital for each business is financed based on the financial plan as needed, through bank borrowing or bond issue applying Cash Management System for the purpose of the efficient utilization of the Group funds. Most funds are invested primarily in low-risk and high-liquidity financial assets, while some are invested in compound financial instruments such as bonds etc. for the purpose of efficiently managing funds. Derivatives are mainly used, not for speculative purposes, but to manage exposure to financial risks as described later.

Credit risks of the clients in terms of notes and accounts receivable - trade are mitigated under the credit management rules, etc. at each Group company.

Short-term investment securities are mainly negotiable certificates of deposit. The Group's credit risk exposure is minimal as these transactions are restricted to highly rated financial institutions in accordance with the capital management rules etc. of each Group company. Investment securities are mainly stocks and the relevant information such as fair values of these stocks and financial conditions of the issuers (business partners) is reviewed and reported to the Board of Directors of each Group company, etc. on a regular basis. Shareholding status is also continually reviewed in view of the relationship with business partners that issue these stocks. With certain compound financial instruments etc., the Group is exposed to risks associated with fair value fluctuations etc. in the stock markets but periodically evaluates them on a mark-to-market basis.

Borrowings as well as bonds is intended to secure funds necessary for the purpose of working capital and capital expenditures etc. and diversify means for procuring funds. Each Group company reviews its own actual and projected cash position on a monthly basis, which is eventually verified collectively by the Company as part of the Group's liquidity risk management.

The Group's derivative transactions are restricted to forward exchange contracts and currency swap transactions as hedges against currency fluctuation risks on its foreign currency-denominated operating receivables and debt as well as foreign currency-denominated loans payable, and interest rate swap transactions etc. to mitigate interest rate risks on some of the Group's variable interest rate loans payable. These transactions are executed and managed mainly by the financial department or the accounting department upon obtaining internal approvals in compliance with the derivative transactions management rules, etc. of each Group company. Furthermore, reports on the status of the derivative transactions are made to the Board of Directors at each company as appropriate.

(2) Matters regarding the fair value etc. of financial instruments

Consolidated balance sheet amounts and fair values of the Group's financial instruments and the difference between the two as of the end of the fiscal year ended March 31, 2019 are as follows. Fair values of financial instruments named in Note 2 below are extremely difficult to grasp, thus are not included in the following list.

(Unit: millions of yen)

	Consolidated balance sheet amount	Fair values	Difference
(1) Cash and deposits	137,425	137,425	—
(2) Notes and accounts receivable - trade	39,209	39,200	(8)
(3) Short-term investment securities and investment securities			
1) Held-to-maturity debt securities	1,411	1,418	7
2) Available-for-sale securities	45,962	45,962	—
3) Stocks of affiliates	818	831	12
(4) Notes and accounts payable - trade	24,758	24,758	—
(5) Short-term loans payable	13,352	13,352	—
(6) Long-term loans payable	40,334	40,293	40
(7) Current portion of bonds	12,500	12,500	—
(8) Bonds payable	10,000	10,020	(20)

Notes: 1. Matters regarding the methods to calculate the fair values of financial instruments and securities and derivative transactions

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

Of these, items that are settled in the short term (within a year) are recorded using book values, as their fair values approximate book values. In addition, of notes and accounts receivable - trade, those which more than a year to the payment date from the end of the fiscal year ended March 31, 2019 are stated at the present values by discounting the amount of claim for each receivable with the interest rate calculated by the payment period and credit risk.

(3) Short-term investment securities and investment securities

The fair values of stocks are determined using the quoted price at the stock exchange, and those of debt securities are determined using the quoted price at the stock exchange or the quoted price obtained from the financial institutions. In addition, negotiable certificates of deposit included in available-for-sale securities are recorded using book values, as they are settled in the short term (within a year) and their fair values approximate book values.

(4) Notes and accounts payable – trade; (5) Short-term loans payable; and (7) Current portion of bonds

Of these, items that are settled in the short term (within a year) are recorded using book values, as their fair values approximate book values. Of the short-term loans payable, fair values of the loans hedged by interest rate swap contracts meeting certain conditions are calculated applying the special treatment by combining them with the relevant interest rate swap.

(6) Long-term loans payable; and (8) Bonds payable

These are stated with the present values calculated by discounting the aggregated values of the principal and interest using an assumed interest rate if loans are newly made. Of the long-term loans payable, fair values of the loans hedged by interest rate swap contracts with special treatment applied and by interest rate and currency swap contracts with combined treatment applied (subject to special treatment and allocation hedge accounting) are calculated by combining them with the relevant interest rate swap or interest rate and currency swap.

2. Financial instruments whose fair values are not readily determined

Category	Consolidated balance sheet amount (Millions of yen)
Investments in unlisted stocks, etc.	3,430
Investments in investment limited partnerships, etc.	8,432
Stocks of non-consolidated subsidiaries	350
Stocks of affiliates	26,499
Investments in capital of subsidiaries and affiliates	1,073

Items above are not included in “(3) Short-term investment securities and investment securities,” because there is no fair value, future cash flows cannot be estimated and it is very difficult to identify fair values.

**VII Note Regarding Investment and Rental Property**

Status and fair value of investment and rental property

This disclosure is omitted due to the immateriality of the total amount of the investment and rental property.

**VIII Note Regarding Per Share Information**

Net assets per share                      ¥1,289.32

Net income per share                      ¥11.27

**IX Note Regarding Significant Subsequent Events**

The Company resolved at a Board of Directors’ meeting on March 29, 2019, to acquire all shares of Two Point Studios Ltd. (Headquarters: Farnham, United Kingdom) through SEGA Games Co., Ltd., a consolidated subsidiary of the Company. The Company acquired shares of said company as of May 8, 2019 and made it a consolidated subsidiary.

(1) Outline of business combination

① Name and business of acquired company

Name of acquired company	Two Point Studios Ltd.
Description of business	Development and sales of content for the PC market in the U.S. and European regions

② Reason for business combination

We believe that the outstanding content development capability and accumulated development expertise of Two Point Studios Ltd. will contribute to the creation of new IPs in the SEGA Group and further increase the presence of the Group in the global game market.

③ Date of business combination

May 8, 2019

④ Legal structure

Purchase of shares with cash

⑤ Name of company after the business combination

Unchanged

⑥ Share of voting rights acquired

100%

⑦ Main grounds for determining the acquired company

This was a share acquisition for cash consideration by SEGA Games Co., Ltd., a consolidated subsidiary of the Company.

- (2) Acquisition costs of the acquired company and consideration by class
- |                                      |      |                                |
|--------------------------------------|------|--------------------------------|
| Consideration for acquisition (Note) | Cash | £10 million                    |
|                                      |      | (approximately ¥1,450 million) |
| Acquisition costs                    |      | £10 million                    |
|                                      |      | (approximately ¥1,450 million) |

Note: Contingent consideration for acquisition is not included in the consideration for acquisition. Contingent consideration for acquisition has yet to be determined at this time because it is specified in the agreement that the contingent consideration for acquisition shall be paid based on the future performance of the acquired company over a certain period of time. In the event where the payment of additional consideration for acquisition is required, the Company shall adjust the acquisition costs by deeming such additional amount has been paid at the time of the acquisition, and the amount of goodwill and amortization thereof shall be revised accordingly.

- (3) Description and amounts of major relevant costs for the acquisition
- |                     |             |
|---------------------|-------------|
| Due diligence costs | ¥22 million |
|---------------------|-------------|
- (4) Goodwill recognized, reason for recognition, and amortization method and period  
Yet to be determined as the allocation of the acquisition cost has not been completed.
- (5) Amount of assets acquired and liabilities assumed on the date of the business combination  
Yet to be determined.

## 6. Non-Consolidated Statement of Changes in Net Assets

(From April 1, 2018 To March 31, 2019)

(Unit: millions of yen)

	Shareholders' equity			
	Capital stock	Capital surplus		
		Legal capital surplus	Other capital surplus	Total capital surplus
Balances as of April 1, 2018	29,953	29,945	162,299	192,244
Changes of items during the period				
Dividends from surplus				
Net income				
Purchase of treasury stock				
Disposal of treasury stock			(21)	(21)
Total changes of items during the period	—	—	(21)	(21)
Balances as of March 31, 2019	29,953	29,945	162,277	192,222

	Shareholders' equity			
	Retained earnings		Treasury stock	Total shareholders' equity
	Other retained earnings	Total retained earnings		
Balances as of April 1, 2018	125,167	125,167	(55,066)	292,298
Changes of items during the period				
Dividends from surplus	(9,377)	(9,377)		(9,377)
Net income	196	196		196
Purchase of treasury stock			(11)	(11)
Disposal of treasury stock			627	605
Total changes of items during the period	(9,180)	(9,180)	616	(8,585)
Balances as of March 31, 2019	115,987	115,987	(54,450)	283,712

	Valuation and translation adjustments		Subscription rights to shares	Total net assets
	Valuation difference on available - for - sale securities	Total valuation and translation adjustments		
Balances as of April 1, 2018	7,209	7,209	819	300,326
Changes of items during the period				
Dividends from surplus				(9,377)
Net income				196
Purchase of treasury stock				(11)
Disposal of treasury stock				605
Net changes of items other than shareholders' equity	4,322	4,322	93	4,415
Total changes of items during the period	4,322	4,322	93	(4,169)
Balances as of March 31, 2019	11,531	11,531	912	296,157

Note: Figures shown in millions of yen have been rounded down to the nearest million.

## 7. Notes to Non-Consolidated Financial Statements

### I Notes Regarding Material Matters Related to Accounting Policies

#### 1. Valuation standards and accounting treatment for assets

##### (1) Valuation standards and methods for securities

① Shares of subsidiaries and affiliates are stated at moving-average cost.

② Available-for-sale securities

Securities with fair value are stated at fair value. The difference between acquisition cost and fair value is accounted for as valuation difference on available-for-sale securities, with cost of sales determined by the moving average method.

With respect to compound financial instruments whose fair values cannot be categorized and measured for each embedded derivative, the entire compound financial instruments are appraised by fair value, and unrealized gains or losses are reported as income or expenses for the fiscal year ended March 31, 2019.

Securities without fair value are stated at moving-average cost.

The net amount of equity included in the Company's financial statements from limited liability investment partnerships and similar investments, regarded as marketable securities under Article 2-2 of the Financial Investment and Exchange Law of Japan, is calculated based on the relevant financial statements for the partnership available as of the reporting date stipulated in the partnership agreement.

##### (2) Derivatives

Derivatives are stated at fair value.

#### 2. Depreciation and amortization of noncurrent assets

##### (1) Property, plant and equipment

Depreciation is calculated by the straight-line method.

Range of useful life for the assets is as follows:

Buildings	: 2 - 50 years
Structures	: 2 - 47 years
Aircraft	: 8 years
Tools, furniture and fixtures	: 2 - 15 years

##### (2) Intangible assets

Amortization is calculated using the straight-line method. The software used in the Company is amortized by the straight-line method based on the useful lives within the Company (less than 5 years).

#### 3. Accounting for deferred assets

Bond issue cost: All expenses are expensed when incurred.

#### 4. Accounting for provisions

##### (1) Allowance for doubtful accounts

The reserve for doubtful accounts is provided in amount sufficient to cover possible losses. Allowance for doubtful accounts is calculated on an individual assessment of the possibility of collection.

##### (2) Provision for bonuses

The estimated amount of bonuses was recorded to meet the payment of employee bonuses, an amount corresponding to the current fiscal year.

##### (3) Provision for directors' bonuses

The estimated amount of bonuses was recorded to meet the payment of Directors and Audit & Supervisory Board Members bonuses, an amount corresponding to the current fiscal year.

- (4) Provision for retirement benefits
  - a. Attribution method for projected retirement benefits  
In calculating retirement benefits obligations, benefit formula attribution is adopted for the purpose of attributing projected retirement benefits to the period up to the end of the fiscal year ended March 31, 2019.
  - b. Treatment of actuarial gains and losses and prior service costs  
Actuarial gains and losses are charged to income collectively in the following fiscal year after the accrual. Prior service costs are charged to income collectively at the time of accrual.

## 5. Accounting for hedge

- (1) Accounting for hedge  
Allocation hedge accounting is used for qualifying currency swap transactions, while special treatment is applied to qualifying interest rate swap transactions.
- (2) Hedging instruments and hedged items  
Hedging instrument: Currency swaps, Interest rate swaps  
Hedged item: Foreign currency-denominated loans payable and associated interest
- (3) Hedge policy  
The Company engages in currency swap transactions with the purpose to avoid risks associated with foreign exchange fluctuations of loans payable, along with interest rate swap transactions with the purpose to avoid risks associated with interest rate fluctuations of loans payable. The Company has a policy not to engage in speculative derivative transactions.
- (4) Evaluation of hedge effectiveness  
Evaluation of hedge effectiveness at fiscal year-end is omitted for currency swap transactions, as material conditions for the notional principal of hedging instruments and those for hedged items are the same and these transactions are deemed to offset the market fluctuations. Evaluation of hedge effectiveness at fiscal year-end is omitted also for interest rate swap transactions as they adopt special treatment.

## 6. Other material matters that form the basis of accounting documents

- (1) Accounting method for consumption taxes  
Consumption taxes and local consumption taxes are accounted using the net-of-tax method, and non-deductible consumption taxes and local consumption taxes on assets are posted mainly as expenses when incurred.
- (2) Application of the Consolidated Taxation System  
The Company applied the Consolidated Taxation System.

## II Note to Changes in Presentation

### (Balance Sheet)

In line with the “Partial Amendments to Accounting Standard for Tax Effect Accounting” (ASBJ Statement No. 28; February 16, 2018), the “Ministerial Order on Partial Revisions to the Regulation for Enforcement of the Companies Act and the Regulation on Corporate Accounting” (Ministry of Justice Order No. 5; March 26, 2018) has been applied from the fiscal year.

As a result, the Company changed the presentation of deferred tax assets and deferred tax liabilities, such that deferred tax assets and deferred tax liabilities are classified as part of ‘Investments and other assets’ and ‘Noncurrent liabilities’, respectively.

The note related to tax effect accounting additionally included those described in notes 8 (excluding total amount of valuation reserves), which is required in paragraphs 4 of Statement No.28. In addition, the details stated in Note 8 (1) (Excluding total of valuation allowance) of the explanatory notes to the “Accounting Standard for Tax Effect Accounting,” stipulated in Paragraph 4 of the Partial Amendments to Accounting Standard for Tax Effect Accounting, are added to Notes Regarding Tax Effect Accounting.

**III Notes to Balance Sheet**

(1) Accumulated depreciation of property, plant and equipment	¥5,015 million
(2) Assets pledged	
Shares of affiliates (Note)	¥30,557 million
(Note) For loans from financial institutions to the affiliated company PARADISE SEGASAMMY Co., Ltd. at the end of the current fiscal year ¥69,020 million (KR₩700,000 million), the shares of this company were provided as a pledge.	
(3) Receivables from and payables to subsidiaries and affiliates	
Short-term receivables from subsidiaries and affiliates	¥5,415 million
Short-term payables to subsidiaries and affiliates	¥17,277 million
Long-term payables to subsidiaries and affiliates	¥22,500 million

**IV Notes to Statement of Income**

Transactions with subsidiaries and affiliates	
Consulting fee income	¥7,713 million
Dividends income (Operating revenue)	¥3,860 million
SG&A expenses	¥731 million
Non-operating transactions	¥754 million
Transfer of assets	¥4,427 million

**V Notes to Statement of Changes in Net Assets**

Number and type of Treasury stock as of the end of the fiscal year ended March 31, 2019	
Common stock	31,493,927 shares



**VI Notes Regarding Tax Effect Accounting**

(1) Significant components of deferred tax assets and deferred tax liabilities

(Unit: millions of yen)

Deferred tax assets	
Tax loss carry forward	1,407
Provision for bonuses	40
Allowance for doubtful account	2,332
Loss on valuation of shares of subsidiaries and affiliates	6,772
Valuation difference on available-for-sale securities	32
Other	831
Subtotal deferred tax assets	11,417
Valuation allowance for tax loss carry forward	(1,393)
Valuation allowance for deductible temporary difference	(9,886)
Subtotal valuation allowance	(11,279)
Offset against deferred tax liabilities	(137)
Total deferred tax assets	—
Deferred tax liabilities	
Valuation difference on available-for-sale securities	(5,239)
Other	(225)
Subtotal deferred tax liabilities	(5,465)
Offset against deferred tax assets	137
Total deferred tax liabilities	(5,327)
Deferred tax liabilities, net	(5,327)

(2) Breakdown by major causes of the significant difference between the statutory tax rate and the effective tax rate for financial statement purposes, if any, by item.

Statutory tax rate	30.6%
(Reconciliation)	
Permanently non-deductible expenses including entertainment expenses	(84.5%)
Tax credit for experimentation and research expenses	12.5%
Changes in valuation allowance	(223.7%)
Tax loss carry forward	(173.3%)
Amount excluded from gross revenue such as dividend income	640.5%
Other	0.5%
Effective tax rate after tax effect accounting	202.5%

**VII Notes Regarding Transactions with Related Parties**

(1) Subsidiaries and Affiliates

(Unit: millions of yen)

Type	Name of the company	Voting rights (%)	Relationship	Description of the transactions	Transaction amount (Note 1)	Accounts	Balance at end of fiscal year
Subsidiary	Sammy Corporation	100.0	Management guidance to the company, interlocking directorate	Consulting fee income (Note 2)	4,011	Accounts receivable - trade	361
				Consolidated taxation system	—	Accounts receivable - other	1,753
				Deposits received / paid (Note 3)	—	Deposits received	13,648
						Long-term deposits received	22,500
				Payment of interests (Note 4)	198	Current liabilities - other	63
Subsidiary	SEGA Holdings Co., Ltd.	100.0	Management guidance to the company, interlocking directorate	Consulting fee income (Note 2)	3,702	Accounts receivable - trade	333
				Consolidated taxation system	—	Accounts receivable - other	923
				Reception of interests (Note 4)	17	—	—
				Deposits received / paid (Note 3)	—	Short-term loans receivable from subsidiaries and affiliates	4,271
				Payment of interests (Note 4)	4	—	—
Subsidiary	SEGA SAMMY CREATION INC.	100.0	—	Lending of funds	1,600	Long-term loans receivable from subsidiaries and affiliates (Note 5)	9,000
				Reception of interests (Note 4)	118	Current liabilities - other	0

(Unit: millions of yen)

Type	Name of the company	Voting rights (%)	Relationship	Description of the transactions	Transaction amount (Note 1)	Accounts	Balance at end of fiscal year
Subsidiary	PHOENIX RESORT CO., LTD.	100.0	Interlocking directorate	Lending of funds	265	Short-term loans receivable from subsidiaries and affiliates	800
				Collection of loans receivable	2,534	Long-term loans receivable from subsidiaries and affiliates	4,415
				Debt forgiveness (Note 6)	20	—	—
				Reception of interests (Note 4)	100	—	—
Affiliate	PARADISE SEGASAMMY Co., Ltd.	45.0	Interlocking directorate	Fiduciary obligation (Note 7)	166	Accounts receivable - other	25
				Underwriting of capital increase (Note 8)	4,436	—	—
				Provision of security (Note 9)	30,557	—	—

Notes: 1. Consumption taxes are not included in transaction amounts.

2. The amount of the Consulting fee income is decided based on the Company's necessary expenses.

3. Cash management system transactions are used for the purpose of uniformly and efficiently procuring and managing funds within the Group. Lending and borrowing of funds is executed at any time between the Group companies, thus the transaction amount is omitted.

4. Interest is determined with consideration to market interest rates.

5. For long-term loans receivable from subsidiaries and affiliates from SEGA SAMMY CREATION INC., the Company recorded provision of allowance for doubtful accounts of ¥7,610 million while recorded allowance for doubtful accounts of ¥1,095 million for the fiscal year ended March 31, 2019.

6. For ¥20 million of long-term loans receivable to PHOENIX RESORT CO., LTD., the Company implemented debt forgiveness and recorded as "loss on support to subsidiaries and affiliates" for the fiscal year ended March 31, 2019.

7. Transaction prices are determined in the same way as for general transactions and with reference to fair values.

8. The Company underwrote a capital increase through allotment to shareholders.

9. For part of the loans from financial institutions to PARADISE SEGASAMMY Co., Ltd., the shares of the company were provided as a pledge.

(2) Directors, Key Individual Shareholders, etc.

(Unit: millions of yen)

Type	Name of related individual and company	Voting rights (%)	Relationship	Description of the transactions	Transaction amount (Note 1)	Accounts	Balance at end of fiscal year
Director	Hajime Satomi	3.34	Director of the Company	Exercise of stock options (Note 2)	105	—	—
Director	Haruki Satomi	1.38	Director of the Company	Exercise of stock options (Note 2)	127	—	—
Company in which Directors or their relatives own majority voting rights	FSC Co., Ltd. (Note 3)	5.81	Insurance representative	Payment of insurance premium (Note 4)	8	Prepaid expenses	4
			Lending of real-estate and equipment	Rental income from real-estate and equipment (Note 3)	1	Long-term prepaid expenses	1
						—	—

Notes: 1. Consumption taxes are not included in transaction amounts.

2. Stock options which were granted based on the resolution at the interim Board of Directors meeting on August 2, 2016 and exercised for the fiscal year ended March 31, 2019 are listed. The transaction amount listed herein is calculated by multiplying the number of shares granted upon exercise of stock options for the fiscal year ended March 31, 2019 by the amount of payment upon exercise.

3. Hajime Satomi, Chairman and CEO (Representative Director), and Haruki Satomi, President and COO (Representative Director), directly hold a majority of the shares of FSC Co., Ltd.

4. Transaction prices are determined in the same way as for general transactions and with reference to fair values.

**VIII Note Regarding Per Share Information**

Net assets per share	¥1,257.78
Net income per share	¥0.84