

**NOTICE OF
THE 117TH ORDINARY GENERAL MEETING OF
SHAREHOLDERS**

**to be held in Osaka, Japan on
June 24, 2024**

This is a translation from the
Japanese of a notice circulated to
shareholders in Japan.

Panasonic Holdings Corporation

Kadoma City, Osaka, Japan

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Dear Shareholders:

Notice of the 117th Ordinary General Meeting of Shareholders

You are cordially notified of the Company's 117th Ordinary General Meeting of Shareholders to be held as described below.

When holding this General Meeting of Shareholders, the information in Business Report, Reference Materials for Exercise of Voting Rights and other materials is provided in electronic form (Measures for Providing Information in Electronic Format). The Reference Materials for Exercise of Voting Rights, Results Summary, and other materials are sent to all shareholders except those who requested provision of documents.

The information provided in electronic format is posted as "The 117th Ordinary General Meeting of Shareholders" on the following websites. Please check it there.

The Company's Shareholders' Meeting website

<https://holdings.panasonic.jp/corporate/investors/shareholders-meeting.html> (in Japanese)

Website for materials pertaining to the General Meeting of Shareholders

<https://d.sokai.jp/6752/teiji/> (in Japanese)

If you will not attend on the date of the meeting, then in order to exercise your voting rights in advance via the Internet or document (postal mail), please consider the matters in "Reference Materials for Exercise of Voting Rights" (pages 4 to 19) and exercise your rights based on "4. Information about Exercising Voting Rights" below.

Please be aware that no gifts or beverages will be provided to shareholders attending the General Meeting of Shareholders.

* * * * *

1. Time and Date: 10 a.m. Monday, June 24, 2024 (Reception starts at 9 a.m.)

2. Place: Hotel New Otani Osaka, 2F "The HÔ" Banquet Room
1-4-1 Shiromi, Chuo-ku, Osaka-shi

3. Purposes:

– Matters to be Reported:

1. The business report and report on the consolidated financial statements and financial statements on a parent-alone basis for the 117th fiscal period from April 1, 2023 to March 31, 2024
2. Report of audit results of Accounting Auditors and the Audit & Supervisory Board on the consolidated financial statements

– Matters to be Resolved:

Bill No. 1: To Elect 13 Directors

Bill No. 2: To Elect 2 Audit & Supervisory Board Members

4. Information about Exercising Voting Rights

[Exercising voting rights via the Internet]

Please access the website for exercise of voting rights designated by the Company (<https://www.web54.net>). Utilize the voting rights exercise code and password that are printed in the enclosed voting instruction card and follow the instructions on the screen. Please register your approval or rejection of the bills by 5:30 p.m. on Friday, June 21, 2024.

[Exercising voting rights by document (postal mail)]

Please indicate your approval or rejection of the bills on the enclosed voting instruction card, and return it so that it arrives by 5:30 p.m. on Friday, June 21, 2024.

5. Others

Of the Measures for Providing Information in Electronic Format, based on the provisions of laws and the Company's Articles of Incorporation, the following items are not printed in documents which are delivered to those shareholders who requested the provision of documents. Audit & Supervisory Board Members and Accounting Auditors audit the matters subject to audit including the following.

Business Report: Matters relating to the current status of the Panasonic Group (corporate group) (Financial Summary, employees), Stock Information, Status of Stock Acquisition Rights, etc., The Company's Directors and Audit & Supervisory Board Members, etc. (Summary of contracts for limitation of liability, Indemnity agreements, Matters related to the directors' and officers' liability insurance policy, Outside Directors and Audit & Supervisory Board Members), Accounting Auditors, Systems and Policies of the Company

Financial statements, etc.: Consolidated Statement of Changes in Equity, Notes to Consolidated Financial Statements, Balance Sheet, Statement of Income, Statement of Changes in Net Assets, Notes on the Basis of Presentation of

Financial Statements on a Parent-Alone Basis
Audit Report: Copy of Report of Accounting Auditors

- Shareholders attending the meeting are requested to hand in the voting instruction card at the reception desk of the meeting venue. Please also bring this Notice with you.
- Persons other than shareholders, such as proxies and accompanying persons who are not shareholders, are not permitted to attend the meeting.
- Photographing, audio or video recording, saving data, and disclosure by SNS or other means at the venue for the General Meeting of Shareholders are strictly prohibited.
- In the event of a correction to the Measures for Providing Information in Electronic Format, a notice of the correction will be posted to our websites, together with the original information and corrected information.
- The Notice of Resolutions for the 117th Ordinary General Meeting of Shareholders will be posted on our website at <https://holdings.panasonic.jp/corporate/investors.html> after the General Meeting of Shareholders.
- Video showing a portion of the General Meeting of Shareholders will be posted on our website at <https://holdings.panasonic.jp/corporate/investors/shareholders-meeting/video.html> after the General Meeting of Shareholders. (Planned posting date: Thursday, June 27, 2024)

Sincerely yours,
Yuki Kusumi
Representative Director
Panasonic Holdings Corporation
1006 Kadoma, Kadoma City, Osaka 571-8501, Japan

[Reference Materials for Exercise of Voting Rights]

The Bills and Reference Materials:

Bill No. 1: To Elect 13 Directors

The term of office of 13 Directors will expire at the conclusion of the 117th Ordinary General Meeting of Shareholders, at which time Yoshinobu Tsutsui will retire as Director.

The Company has a rule of a one-year term of office for Directors in accordance with the Articles of Incorporation, as a structure that reflects the decisions of our shareholders to management appropriately. As for the composition of the Board of Directors, Outside Directors shall account for more than a third of a total of directors. The Company is also working to ensure the diversity of knowledge, experience, and capabilities among Directors.

Accordingly, the Company proposes the election of the following 13 Directors including the six Outside Directors.

In addition, the nomination of candidates for Directors was deliberated at the optional "Nomination and Compensation Advisory Committee," a majority of whose members as well as whose chair are Outside Directors who are Independent Directors.

The details of the candidates are as follows:

No.	Name	Gender		Current position and responsibilities in the Company
1	Kazuhiro Tsuga	Male	Reappointment	Chairperson of the Board; Chairperson of the Board of Directors; Member of the Nomination and Compensation Advisory Committee
2	Yuki Kusumi	Male	Reappointment	Representative Director; President; Group Chief Executive Officer (Group CEO); Group Chief Human Resources Officer (Group CHRO); Member of the Nomination and Compensation Advisory Committee
3	Tetsuro Homma	Male	Reappointment	Representative Director; Executive Vice President; Group Regional Head for China & Northeast Asia; President, Panasonic Operational Excellence China and Northeast Asia, Panasonic Operational Excellence Co., Ltd.; Chairperson, Panasonic Corporation of China
4	Mototsugu Sato	Male	Reappointment	Representative Director; Executive Vice President; Group Chief Risk Management Officer (Group CRO); In charge of Procurement, Logistics, and General Affairs, Social Relations; Occupational Safety and Health Director; Representative Director, President and Chief Executive Officer (CEO), Panasonic Operational Excellence Co., Ltd.; In charge of DEI Promotion and General Affairs
5	Hirokazu Umeda	Male	Reappointment	Representative Director; Executive Vice President; Group Chief Financial Officer (Group CFO); In charge of Group MUDA Busters Project and Facility Management; CEO, Panasonic Holding (Netherlands) B.V.; President, Panasonic Equity Management Japan G.K.; In charge of Prime Life Technologies Corporation
6	Yoshiyuki Miyabe	Male	Reappointment	Director; Executive Vice President; In charge of Government and External Relations, and Solution Partners; Representative in Tokyo
7	Ayako Shotoku	Female	Reappointment	Director; Executive Officer; Group General Counsel (Group GC); In charge of Construction Safety and Regulations Administration
8	Shinobu Matsui	Female	Reappointment Outside Director Independent Director	Director
9	Keita Nishiyama	Male	Reappointment Outside Director Independent Director	Director
10	Kunio Noji	Male	Reappointment Outside Director Independent Director	Director
11	Michitaka Sawada	Male	Reappointment Outside Director Independent Director	Director; Chairperson of the Nomination and Compensation Advisory Committee

No.	Name	Gender		Current position and responsibilities in the Company
12	Kazuhiko Toyama	Male	Reappointment Outside Director Independent Director	Director; Member of the Nomination and Compensation Advisory Committee
13	Ryusuke Shigetomi	Male	New candidate Outside Director Independent Director	

Name and date of birth	Career summary, position and responsibilities in the Company and other important concurrently held positions	Number of the Company's shares held (As of March 31, 2024)
<p>1 Kazuhiro Tsuga November 14, 1956</p> <p>Reappointment</p> <p>Number (percentage) of attendance at FY2024 Board of Directors' meetings 12/12 (100%)</p>	<p>Apr. 1979 Joined the Company;</p> <p>Jun. 2004 Executive Officer of the Company;</p> <p>Apr. 2008 Managing Executive Officer of the Company;</p> <p>Apr. 2011 Senior Managing Executive Officer of the Company;</p> <p>Jun. 2011 Representative Director and Senior Managing Director of the Company;</p> <p>Jun. 2012 Representative Director and President of the Company;</p> <p>Jun. 2017 Representative Director, President and Chief Executive Officer (CEO) of the Company;</p> <p>Jun. 2021 Chairperson of the Board of the Company (to the present) (<i>Vice Chair, KEIDANREN (Japan Business Federation)</i>)</p> <p><i><Reasons for election of the candidate></i> Kazuhiro Tsuga has extensive experience as a member of management in the Panasonic Group, and exercised leadership of Group management as President of the Company for a period of nine years beginning from June 2012. From June 2021, he has supervised the execution of official duties as Chairperson of the Board, and has endeavored to increase the corporate value of the Panasonic Group. He is expected to utilize his experience and knowledge to continue suitably carrying out supervision of Panasonic Group management.</p> <p><i><Notable conflicts of interest between the candidate and the Company></i> None</p>	<p>422,820 shares</p>
<p>2 Yuki Kusumi January 22, 1965</p> <p>Reappointment</p> <p>Number (percentage) of attendance at FY2024 Board of Directors' meetings 12/12 (100%)</p>	<p>Apr. 1989 Joined the Company;</p> <p>Apr. 2014 Executive Officer of the Company;</p> <p>Apr. 2019 Managing Executive Officer of the Company;</p> <p>Apr. 2021 Chief Executive Officer (CEO) of the Company;</p> <p>Jun. 2021 Representative Director, President of the Company (incumbent);</p> <p>Oct. 2021 Group Chief Executive Officer (Group CEO) (incumbent), Group Chief Strategy Officer (Group CSO) of the Company;</p> <p>Apr. 2024 Group Chief Human Resources Officer (Group CHRO) of the Company (to the present)</p> <p><i><Reasons for election of the candidate></i> Yuki Kusumi has extensive experience as a member of management through his experience in the research and development divisions of the Panasonic Group and his long involvement in business management. He took office as President in June 2021, serving as the representative for corporate business execution. Beginning from October of the same year, he has represented corporate business execution as Group CEO. He has endeavored to increase the corporate value of the Panasonic Group, including through the exercise of business leadership and the implementation of medium- to long-term strategies. He is expected to utilize his experience and knowledge to continue suitably carrying out management and supervision of the Panasonic Group.</p> <p><i><Notable conflicts of interest between the candidate and the Company></i> None</p>	<p>221,461 shares</p>

Name and date of birth	Career summary, position and responsibilities in the Company and other important concurrently held positions	Number of the Company's shares held (As of March 31, 2024)
<p>3 Tetsuro Homma October 28, 1961</p> <p>Reappointment</p> <p>Number (percentage) of attendance at FY2024 Board of Directors' meetings 12/12 (100%)</p>	<p>Apr. 1985 Joined the Company;</p> <p>Oct. 2013 Executive Officer of the Company;</p> <p>Apr. 2015 Managing Executive Officer of the Company; President, Appliances Company / in charge of Consumer Business;</p> <p>Jun. 2015 Managing Director of the Company;</p> <p>Apr. 2016 Representative Director and Senior Managing Director of the Company;</p> <p>Apr. 2019 CEO, China & Northeast Asia Company and Regional Head for China & Northeast Asia of the Company;</p> <p>Jun. 2019 Representative Director and Senior Managing Executive Officer of the Company;</p> <p>Apr. 2020 Chairperson, Panasonic Corporation of China (incumbent);</p> <p>Apr. 2021 Representative Director and Executive Vice President of the Company (incumbent);</p> <p>Apr. 2022 Group Regional Head for China & Northeast Asia of the Company; President, Panasonic Operational Excellence China and Northeast Asia, Panasonic Operational Excellence Co., Ltd. (to the present)</p> <p><Reasons for election of the candidate> <i>Tetsuro Homma has extensive experience as a member of management, serving as Group Regional Head for China & Northeast Asia after working in the management strategy divisions of the Panasonic Group. At present, he continues to drive business growth in this region, and is endeavoring to increase the corporate value of the Panasonic Group. He is expected to utilize his experience and knowledge to continue suitably carrying out management and supervision of the Panasonic Group.</i></p> <p><Notable conflicts of interest between the candidate and the Company> None</p>	<p>35,411 shares</p>

Name and date of birth	Career summary, position and responsibilities in the Company and other important concurrently held positions	Number of the Company's shares held (As of March 31, 2024)
<p>4 Mototsugu Sato October 17, 1956</p> <p>Reappointment</p> <p>Number (percentage) of attendance at FY2024 Board of Directors' meetings 11/12 (92%)</p>	<p>Apr. 1979 Joined Matsushita Electric Works, Ltd.;</p> <p>Apr. 2008 Executive Officer, Matsushita Electric Works, Ltd.;</p> <p>Apr. 2011 Senior Executive Officer, Panasonic Electric Works Co., Ltd.;</p> <p>Jan. 2012 Managing Officer, Eco Solutions Company of the Company/Director, Accounting Center;</p> <p>Oct. 2013 Executive Officer of the Company/in charge of Planning, BPR Project, and Business Creation Project;</p> <p>Jun. 2014 Director of the Company;</p> <p>Apr. 2015 Managing Director of the Company;</p> <p>Apr. 2016 Representative Director and Senior Managing Director of the Company/in charge of Human Resources;</p> <p>Apr. 2017 Occupational Safety and Health Director of the Company (incumbent);</p> <p>Jun. 2017 Representative Director, Senior Managing Executive Officer, Chief Strategy Officer (CSO), and Chief Human Resources Officer (CHRO) of the Company;</p> <p>Apr. 2019 Representative Director and Executive Vice President of the Company (incumbent);</p> <p>Apr. 2021 In charge of Procurement of the Company (incumbent);</p> <p>May 2021 In charge of Logistics of the Company (incumbent);</p> <p>Oct. 2021 Group Chief Risk Management Officer (Group CRO) of the Company (incumbent), President, Operational Excellence Company;</p> <p>Apr. 2022 Representative Director, President and Chief Executive Officer (CEO), Panasonic Operational Excellence Co., Ltd. (incumbent)/in charge of DEI Promotion (incumbent);</p> <p>Oct. 2023 In charge of General Affairs, Panasonic Operational Excellence Co., Ltd. (incumbent);</p> <p>Apr. 2024 In charge of General Affairs, Social Relations of the Company (to the present)</p> <p><i><Reasons for election of the candidate></i> <i>Mototsugu Sato has extensive experience related to management, including his experience in the accounting divisions of the Panasonic Group and having served as leader of the business strategy and human resources divisions. At present, he is endeavoring to increase corporate value as the leader in charge of the logistics, purchasing, and risk management divisions at indirect division subsidiaries and the Panasonic Group. He is expected to utilize his experience and knowledge to continue suitably carrying out management and supervision of the Panasonic Group.</i></p> <p><i><Notable conflicts of interest between the candidate and the Company></i> <i>None</i></p>	<p>156,889 shares</p>

Name and date of birth	Career summary, position and responsibilities in the Company and other important concurrently held positions	Number of the Company's shares held (As of March 31, 2024)
5 Hirokazu Umeda January 13, 1962 Reappointment Number (percentage) of attendance at FY2024 Board of Directors' meetings 12/12 (100%)	Apr. 1984 Joined the Company; Apr. 2017 Executive Officer of the Company/in charge of Accounting and Finance/General Manager, Corporate Management Support Department, Corporate Strategy Division/in charge of Groupwide Cost Busters Project, BPR Project; Jun. 2017 Director, Executive Officer, and Chief Financial Officer (CFO) of the Company; Apr. 2018 Director, Managing Executive Officer of the Company; President, Panasonic Equity Management Japan Co., Ltd. (currently Panasonic Equity Management Japan Godo Kaisha) (incumbent); Sep. 2019 CEO, Panasonic Holding (Netherlands) B.V. (incumbent); Apr. 2021 Director, Senior Managing Executive Officer of the Company/in charge of Facility Management (incumbent); Oct. 2021 Group Chief Financial Officer (Group CFO) of the Company (incumbent)/in charge of Group Cost Busters Project, in charge of Prime Life Technologies Corporation (incumbent); Apr. 2022 Director and Executive Vice President of the Company/in charge of Group MUDA Busters Project (incumbent); Jun. 2022 Representative Director and Executive Vice President of the Company (to the present) <i><Reasons for election of the candidate></i> <i>Hirokazu Umeda has extensive experience as the leader of accounting and finance in the Panasonic Group. As Group CFO, he has exercised leadership centering on the formulation and implementation of financial strategies for the Group, and is endeavoring to increase the corporate value of the Company. He is expected to utilize his experience and knowledge to continue suitably carrying out management and supervision of the Panasonic Group.</i> <i><Notable conflicts of interest between the candidate and the Company></i> <i>None</i>	90,304 shares

Name and date of birth	Career summary, position and responsibilities in the Company and other important concurrently held positions	Number of the Company's shares held (As of March 31, 2024)
<p>6 Yoshiyuki Miyabe December 5, 1957</p> <p>Reappointment</p> <p>Number (percentage) of attendance at FY2024 Board of Directors' meetings 12/12 (100%)</p>	<p>Apr. 1983 Joined the Company;</p> <p>Apr. 2008 Executive Officer of the Company;</p> <p>Apr. 2011 Managing Executive Officer of the Company;</p> <p>Jun. 2011 Managing Director of the Company;</p> <p>Apr. 2013 President, AVC Networks Company of the Company;</p> <p>Apr. 2014 Representative Director and Senior Managing Director of the Company;</p> <p>Jun. 2017 Senior Managing Executive Officer of the Company, Chief Technology Officer (CTO), Chief Manufacturing Officer (CMO), Chief Quality Officer (CQO), Chief Procurement Officer (CPO), Chief Information Officer (CIO)/in charge of FF Customer Support & Management, Motor Business Management Office;</p> <p>Apr. 2021 Representative in Tokyo of the Company (incumbent)/in charge of Government and External Relations (incumbent), Tokyo Olympic & Paralympic Business Promotion, Solution Sales;</p> <p>Oct. 2021 In charge of Solution Partner of the Company (incumbent);</p> <p>Apr. 2022 Executive Vice President of the Company (incumbent);</p> <p>Jun. 2022 Director of the Company (to the present)</p> <p><i>(Outside Director, West Japan Railway Company)</i> <i>(Co-Chairperson (Representative Director), Kansai Association of Corporate Executives)</i></p> <p><i><Reasons for election of the candidate></i> <i>Yoshiyuki Miyabe has worked as top management in a wide range of divisions in the Panasonic Group including research and development, Panasonic, engineering, business, and information. At present he is serving as leader of the government and external relations division, and is utilizing his deep insights into internal and external stakeholders and endeavoring to increase corporate value. He is expected to utilize his experience and knowledge to continue suitably carrying out management and supervision of the Panasonic Group.</i></p> <p><i><Notable conflicts of interest between the candidate and the Company></i> <i>None</i></p>	<p>167,537 shares</p>
<p>7 Ayako Shotoku June 10, 1968</p> <p>Reappointment</p> <p>Number (percentage) of attendance at FY2024 Board of Directors' meetings 12/12 (100%)</p>	<p>Apr. 1991 Joined the Company;</p> <p>Apr. 2017 Managing Officer, Connected Solutions Company of the Company, Director, Legal Affairs Center;</p> <p>Apr. 2019 Managing Officer, Automotive Company of the Company, Director, Legal Affairs Center;</p> <p>Oct. 2021 Managing Officer, Automotive Company of the Company; General Counsel (GC), Chief Risk Management Officer (CRO), Director of Legal Affairs Center; Executive of the Company/in charge of Legal Strategy, Corporate Strategy and Technology Sector;</p> <p>Apr. 2022 Executive Officer of the Company (incumbent); Group General Counsel (Group GC) (incumbent);</p> <p>Jun. 2022 Director of the Company (incumbent);</p> <p>Apr. 2024 In charge of Construction Safety and Regulations Administration of the Company (to the present)</p> <p><i><Reasons for election of the candidate></i> <i>Ayako Shotoku has demonstrated leadership in the legal affairs divisions of the Panasonic Group, centering on construction of a global compliance system. At present, as General Counsel, she is working to strengthen legal risk management and corporate governance. She is expected to utilize her experience and knowledge to continue suitably carrying out management and supervision of the Panasonic Group.</i></p> <p><i><Notable conflicts of interest between the candidate and the Company></i> <i>None</i></p>	<p>21,150 shares</p>

Name and date of birth	Career summary, position and responsibilities in the Company and other important concurrently held positions	Number of the Company's shares held (As of March 31, 2024)
<p>8 Shinobu Matsui January 27, 1977</p> <p>Reappointment</p> <p>Outside Director Independent Director</p> <p>Number (percentage) of attendance at FY2024 Board of Directors' meetings 12/12 (100%)</p>	<p>Oct. 1999 Joined Ota Showa & Co. (currently Ernst & Young ShinNihon LLC);</p> <p>Oct. 2001 Joined PricewaterhouseCoopers Tax Office (currently PwC Tax Japan);</p> <p>Mar. 2014 Corporate Auditor, Uzabase, Inc.;</p> <p>Aug. 2015 Joined Uzabase, Inc. (retired as Corporate Auditor, Uzabase, Inc.);</p> <p>Jan. 2018 Executive Officer (Head of Corporate Division), Uzabase, Inc.;</p> <p>Jan. 2019 Executive Officer and Chief Operating Officer, Uzabase, Inc.;</p> <p>Jan. 2020 Executive Officer and Chief People and Administrative Officer, Uzabase, Inc.;</p> <p>Mar. 2021 Board Director and Chief People and Administrative Officer, Uzabase, Inc.;</p> <p>Jun. 2021 Director of the Company (incumbent);</p> <p>Jan. 2022 Board Director and Group Executive Officer, Uzabase, Inc.;</p> <p>Feb. 2023 Executive Officer and Chief Human Resources Officer, Uzabase, Inc. (to the present)</p> <p><i>(Executive Officer, Uzabase, Inc.)</i> <i>(Outside Director, UniFa Inc.)</i></p> <p><i><Number of years in office as Outside Director></i> <i>3 years (At the conclusion of this Ordinary General Meeting of Shareholders)</i></p> <p><i><Reasons for election of the candidate and expected roles></i> <i>Shinobu Matsui has extensive knowledge and deep insight gained as a certified public accountant at a major audit corporation, and as Director and Executive Officer at an information services company. She also actively makes remarks at Board of Directors' meetings, centering on areas such as finance and accounting, DX, human resource strategies, improvements to corporate culture, and promoting diversity. She is expected to utilize her experience and knowledge to continue suitably carrying out supervision of Panasonic Group management.</i></p> <p><i><Notable conflicts of interest between the candidate and the Company></i> <i>None</i></p>	<p>0 shares</p>

Name and date of birth	Career summary, position and responsibilities in the Company and other important concurrently held positions	Number of the Company's shares held (As of March 31, 2024)
<p>9 Keita Nishiyama January 11, 1963</p> <p>Reappointment</p> <p>Outside Director Independent Director</p> <p>Number (percentage) of attendance at FY2024 Board of Directors' meetings 10/10 (100%) * Since election as a Director</p>	<p>Apr. 1985 Joined the Ministry of International Trade and Industry (currently the Ministry of Economy, Trade and Industry);</p> <p>Nov. 2002 Planning Officer, Preparation Department, Industrial Revitalization Corporation, Cabinet Office;</p> <p>Jul. 2003 Director, Office of Research and Planning, Trade Policy Bureau, Ministry of Economy, Trade and Industry;</p> <p>Jun. 2004 Director, Asia and Pacific Division, Trade Policy Bureau, Ministry of Economy, Trade and Industry;</p> <p>Jul. 2007 Director, Industrial Structure Policy Division, Economic and Industrial Policy Bureau, Ministry of Economy, Trade and Industry;</p> <p>Jul. 2009 Executive Managing Director, Innovation Network Corporation of Japan;</p> <p>Jun. 2011 Director-General of the Secretariat, TEPCO Management and Finance Investigation Task Force, Cabinet Secretariat;</p> <p>Jul. 2012 Deputy Director-General, Ministry of Economy, Trade and Industry;</p> <p>Jul. 2014 Deputy Chief, TEPCO-NDF Liaison Office, Nuclear Damage Compensation Facilitation Corporation; Concurrently Executive Officer, Tokyo Electric Power Company, Incorporated;</p> <p>Jun. 2015 Director and Executive Officer, Tokyo Electric Power Company, Incorporated;</p> <p>Jul. 2018 Director-General, Commerce and Information Policy Bureau, Ministry of Economy, Trade and Industry;</p> <p>Jul. 2020 Departed from the Ministry of Economy, Trade and Industry</p> <p>Nov. 2020 Representative Director, Nishiyama Research Institute, Inc. (incumbent);</p> <p>Jun. 2023 Director of the Company (to the present)</p> <p><i>(Outside Director, Daicel Corporation)</i> <i>(Visiting Professor, Institute for Future Initiatives, The University of Tokyo)</i> <i>(Representative Director, Nishiyama Research Institute, Inc.)</i></p> <p><Number of years in office as Outside Director> 1 year (At the conclusion of this Ordinary General Meeting of Shareholders)</p> <p><Reasons for election of the candidate and expected roles> Keita Nishiyama has extensive experience and deep insight into industrial structures and IT digital technologies gained through his long involvement with digital policy and related matters at the Ministry of Economy, Trade and Industry, and through being in charge of business reconstruction as a Director and Executive Officer at another company. He has also made active remarks at Board of Directors' meetings. He is expected to utilize his experience and knowledge to continue suitably carrying out supervision of Panasonic Group management.</p> <p><Notable conflicts of interest between the candidate and the Company> None</p>	<p>0 shares</p>

Name and date of birth	Career summary, position and responsibilities in the Company and other important concurrently held positions	Number of the Company's shares held (As of March 31, 2024)
<p>10 Kunio Noji November 17, 1946</p> <p>Reappointment</p> <p>Outside Director Independent Director</p> <p>Number (percentage) of attendance at FY2024 Board of Directors' meetings 12/12 (100%)</p>	<p>Apr. 1969 Joined Komatsu Ltd.;</p> <p>Jun. 1997 Director, Komatsu Ltd.;</p> <p>Jun. 2001 Managing Director and Senior Executive Officer (Jomu), Komatsu Ltd.;</p> <p>Apr. 2003 Director and Senior Executive Officer (Senmu), Komatsu Ltd.;</p> <p>Jun. 2007 President and Representative Director, and CEO, Komatsu Ltd.;</p> <p>Apr. 2013 Chairperson of the Board and Representative Director, Komatsu Ltd.;</p> <p>Apr. 2016 Chairperson of the Board and Director, Komatsu Ltd.;</p> <p>Jun. 2019 Adviser, Komatsu Ltd. (incumbent);</p> <p>Jun. 2019 Director of the Company (to the present)</p> <p><i>(Adviser, Komatsu Ltd.)</i></p> <p><Number of years in office as Outside Director> 5 years (At the conclusion of this Ordinary General Meeting of Shareholders)</p> <p><Reasons for election of the candidate and expected roles> Kunio Noji has extensive experience and deep insight gained as a member of management at a construction machinery manufacturer with global business operations. He also actively makes remarks at Board of Directors' meetings, centering on areas such as operational innovations, improving the corporate culture, and global business operations. He is expected to utilize his experience and knowledge to continue suitably carrying out supervision of Panasonic Group management.</p> <p><Notable conflicts of interest between the candidate and the Company> None</p>	<p>5,000 shares</p>
<p>11 Michitaka Sawada December 20, 1955</p> <p>Reappointment</p> <p>Outside Director Independent Director</p> <p>Number (percentage) of attendance at FY2024 Board of Directors' meetings 12/12 (100%)</p>	<p>Apr. 1981 Joined Kao Soap Co., Ltd. (currently Kao Corporation);</p> <p>Jun. 2006 Executive Officer, Kao Corporation;</p> <p>Jun. 2008 Director, Executive Officer, Kao Corporation;</p> <p>Jun. 2012 Representative Director, President and Chief Executive Officer, Kao Corporation;</p> <p>Jun. 2020 Director of the Company (incumbent);</p> <p>Jan. 2021 Director, Chair, Kao Corporation;</p> <p>Mar. 2024 Senior Adviser, Kao Corporation (to the present)</p> <p><i>(Senior Adviser, Kao Corporation)</i></p> <p><i>(Outside Director, Nitto Denko Corporation)</i></p> <p><i>(Outside Director, Komatsu Ltd.)</i></p> <p><Number of years in office as Outside Director> 4 years (At the conclusion of this Ordinary General Meeting of Shareholders)</p> <p><Reasons for election of the candidate and expected roles> Michitaka Sawada has extensive experience and deep insight gained as a member of management at a general chemical products manufacturer with global business operations, and as a pioneer in the field of ESG management. He also actively makes remarks at Board of Directors' meetings, centering on areas such as sustainability management. As Chairperson of the Nomination and Compensation Advisory Committee, he has also contributed to strengthening corporate government in the Panasonic Group. He is expected to utilize his experience and knowledge to continue suitably carrying out supervision of Panasonic Group management.</p> <p><Notable conflicts of interest between the candidate and the Company> None</p>	<p>0 shares</p>

Name and date of birth	Career summary, position and responsibilities in the Company and other important concurrently held positions	Number of the Company's shares held (As of March 31, 2024)
<p>12 Kazuhiko Toyama April 15, 1960</p> <p>Reappointment</p> <p>Outside Director Independent Director</p> <p>Number (percentage) of attendance at FY2024 Board of Directors' meetings 12/12 (100%)</p>	<p>Apr. 1985 Joined The Boston Consulting Group, Inc.;</p> <p>Apr. 1986 Participated in establishment of Corporate Directions, Inc.;</p> <p>Mar. 1993 Director, Corporate Directions, Inc.;</p> <p>Apr. 2000 Managing Director, Corporate Directions, Inc.;</p> <p>Apr. 2001 President, Corporate Directions, Inc.;</p> <p>Apr. 2003 Senior Representative Director and COO, Industrial Revitalization Corporation of Japan;</p> <p>Apr. 2007 Representative Director and CEO, Industrial Growth Platform, Inc.;</p> <p>Jun. 2016 Director of the Company (incumbent);</p> <p>Oct. 2020 Chairperson, Industrial Growth Platform, Inc. (incumbent);</p> <p>Dec. 2020 Representative Director, President, Japan Platform of Industrial Transformation, Inc. (to the present)</p> <p><i>(Chairperson, Industrial Growth Platform, Inc.)</i> <i>(Representative Director, President, Japan Platform of Industrial Transformation, Inc.)</i> <i>(Outside Director, Kuroda Precision Industries Ltd.)</i> <i>(Outside Director, Mercari, Inc.)</i></p> <p><Number of years in office as Outside Director> 8 years (At the conclusion of this Ordinary General Meeting of Shareholders)</p> <p><Reasons for election of the candidate and expected roles> <i>Kazuhiko Toyama has extensive experience and deep insight gained as a member of management at a corporate revitalization consulting company, and as a pioneer in the field of corporate governance. He also actively makes remarks at Board of Directors' meetings, centering on areas such as changes in international industry structures and societies, DX, and governance. As a member of the Nomination and Compensation Advisory Committee, he has also contributed to strengthening corporate governance in the Panasonic Group. He is expected to utilize his experience and knowledge to continue suitably carrying out supervision of Panasonic Group management.</i></p> <p><Notable conflicts of interest between the candidate and the Company> None</p>	<p>20,000 shares</p>
<p>13 Ryusuke Shigetomi October 10, 1961</p> <p>New candidate</p> <p>Outside Director Independent Director</p>	<p>Apr. 1984 Joined The Industrial Bank of Japan, Limited;</p> <p>Jan. 2000 Joined Morgan Stanley Japan Securities Co., Ltd. (currently Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.);</p> <p>Nov. 2005 General Manager, Telecom Media Technology Banking Group, Investment Banking Business Unit, Morgan Stanley Japan Securities Co., Ltd.;</p> <p>Feb. 2016 Vice Chairperson, Global Investment Banking Division, Morgan Stanley & Co. LLC;</p> <p>Jun. 2016 Managing Executive Officer, Head of Telecom Media Technology Group, Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.;</p> <p>Nov. 2021 Chairperson and Representative Director, The Blackstone Group Japan K.K. (to the present)</p> <p><i>(Chairperson and Representative Director, The Blackstone Group Japan K.K.)</i></p> <p><Reasons for election of the candidate and expected roles> <i>Ryusuke Shigetomi has extensive experience in carrying out large-scale financing and M&A in financial markets, and is currently active as the leader of the Japan subsidiary of one of the largest investment management firms in the world. He has advanced knowledge of industrial structures, financial and investment decisions, and other matters. He is expected to utilize his experience and knowledge to suitably carry out supervision of Panasonic Group management.</i></p> <p><Notable conflicts of interest between the candidate and the Company> None</p>	<p>0 shares</p>

- (Notes)
1. Ayako Shotoku's name on the family register is Ayako Kurama.
 2. Shinobu Matsui, Keita Nishiyama, Kunio Noji, Michitaka Sawada, Kazuhiko Toyama, and Ryusuke Shigetomi are candidates for Outside Directors as stipulated in Article 2, Paragraph 3, Item 7 of the Enforcement Regulations of the Companies Act. The Company sent respective notifications of the continuing status of Shinobu Matsui, Keita Nishiyama, Kunio Noji, Michitaka Sawada, and Kazuhiko Toyama, and notification of the status of Ryusuke Shigetomi anew as Independent Directors to the stock exchanges of Japan on which the Company's shares are publicly listed.
Shinobu Matsui is Executive Officer of Uzabase, Inc., and the amount of the transaction between the company and the Company in fiscal 2024 was less than 1% of both of their consolidated net sales.
Kunio Noji comes from Komatsu Ltd., and the amount of the transaction between the company and the Company in fiscal 2024 was less than 1% of both of their consolidated net sales.
Michitaka Sawada comes from Kao Corporation, and the amount of the transaction between the company and the Company in fiscal 2024 was less than 1% of both of their consolidated net sales.
The independence criteria for the Company's Outside Directors are as described on page 19.
 3. The Company has entered into contracts for limitation of liability with six Directors, namely Kazuhiro Tsuga, Shinobu Matsui, Keita Nishiyama, Kunio Noji, Michitaka Sawada, and Kazuhiko Toyama, which limit the amount of each Director's respective liability, as defined under Article 423, Paragraph 1 of the Companies Act to the minimum amount stipulated in Article 425, Paragraph 1 of the Companies Act, presuming that they perform their respective duties in good faith and without gross negligence. In the event that the reappointment of these Directors is approved, the Company intends to continue the above contracts. If the appointment of Ryusuke Shigetomi is approved, the Company intends to enter into the same contract as those mentioned above with him.
 4. The Company has entered into indemnity agreements, as defined under Article 430, Paragraph 2, Item 1 of the Companies Act, with the 12 Directors, Kazuhiro Tsuga, Yuki Kusumi, Tetsuro Homma, Mototsugu Sato, Hirokazu Umeda, Yoshiyuki Miyabe, Ayako Shotoku, Shinobu Matsui, Keita Nishiyama, Kunio Noji, Michitaka Sawada, and Kazuhiko Toyama, and the Company agrees to indemnify costs and losses, as provided for by item 1 and item 2, respectively, of said Paragraph, within the ranges prescribed by laws and regulations. In the event that the reappointment of these Directors is approved, the Company intends to continue the contracts. If the appointment of Ryusuke Shigetomi is approved, the Company intends to enter into the same contract with him. Under these agreements, to ensure that appropriate execution of the duties by the Company officers will not be impaired, certain inappropriate cases are excluded from compensation, and upon receiving a request for compensation from the Company officers, the Board of Directors will determine whether or not the case corresponds to these exclusions when carrying out compensation. Also, if it is found that the compensation was inappropriate after it has been carried out, the agreement allows the Company to demand the return of all or part of the compensation money from the Company officers concerned.
 5. The Company has entered into a directors' and officers' liability insurance policy with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. This policy covers directors, auditors, and executive officers of the Company and its subsidiaries*. The full amount of the insurance premiums is borne by the Company and its subsidiaries. This insurance policy covers compensation for damages, legal fees, and related expenses that would be borne by the insured parties in the event that a claim for damages is made against the insured parties arising from acts conducted in relation to their official duties. However, measures are taken to prevent adverse effects on the correct execution of duties by excluding coverage for damages arising from acts which were committed by the insured parties with the knowledge that the acts were illegal. If each of the candidates is elected as Director and assumes office, he or she will become insured under the above-mentioned insurance policy. In addition, the Company plans to renew the insurance policy with the same details at the next renewal.
* Panasonic Corporation, Panasonic Automotive Systems Co., Ltd., Panasonic Entertainment & Communication Co., Ltd., Panasonic Housing Solutions Co., Ltd., Panasonic Connect Co., Ltd., Panasonic Industry Co., Ltd., Panasonic Energy Co., Ltd., Panasonic Operational Excellence Co., Ltd., Panasonic Information Systems Co., Ltd.
 6. It was announced in January 2024 that improper acts had taken place in the testing methods for obtaining certification by the Association of Membrane Separation Technology, Japan of the membrane module products used in water supply that are produced by Nitto Denko Corporation, where Michitaka Sawada is employed as an Outside Director. He was unaware of these facts, and regularly provides advice from the perspective of legal compliance at Board of Directors' meetings and other meetings of the company. Following the revelation of these facts, he fulfilled his official duties by calling for actions including a complete investigation and further strengthening of the system to prevent recurrence.

Bill No. 2: To Elect 2 Audit & Supervisory Board Members

The term of office of Eiji Fujii and Setsuko Yufu as Audit & Supervisory Board Members will expire at the conclusion of the 117th Ordinary General Meeting of Shareholders, at which time Eiji Fujii will retire as Audit & Supervisory Board Member.

Accordingly, the election of two Audit & Supervisory Board Members is hereby proposed.

In addition, the nomination of candidates for Audit & Supervisory Board Members was deliberated at the optional "Nomination and Compensation Advisory Committee," a majority of whose members as well as whose chair are Outside Directors who are Independent Directors.

The Audit & Supervisory Board has approved this proposal.

The details of the candidates are as follows:

Name and date of birth	Career summary, position in the Company and other important concurrently held positions	Number of the Company's shares held (As of March 31, 2024)
<p>1 Setsuko Yufu March 28, 1952</p> <p>Reappointment</p> <p>Outside Audit & Supervisory Board Member Independent Director</p> <p>Number (percentage) of attendance at FY2024 meetings Board of Directors' meetings 12/12 (100%)</p> <p>Audit & Supervisory Board meetings 13/13 (100%)</p>	<p>Apr. 1981 Registered as Attorney at Law (Daini Tokyo Bar Association); Joined Adachi, Henderson, Miyatake & Fujita;</p> <p>Sep. 1986 Joined Loeff Claeys Verbeke (Brussels) (currently Allen & Overy (Brussels));</p> <p>Jan. 2002 Joined Atsumi & Usui (currently Atsumi & Sakai) as a Partner (incumbent);</p> <p>Jun. 2020 Audit & Supervisory Board Member of the Company (to the present) (Senior Partner, Atsumi & Sakai)</p> <p><Number of years in office as Outside Audit & Supervisory Board Member> 4 years (At the conclusion of this Ordinary General Meeting of Shareholders)</p> <p><Reasons for election of the candidate> Based on extensive experience from her many years as an attorney, Setsuko Yufu has appropriately carried out audit and supervision of the execution of Director duties, and has actively made remarks at Board of Directors' meetings. She is expected to continue to utilize her experience and knowledge to strengthen the audit and supervision system of the Panasonic Group, and provide valuable opinions regarding Panasonic Group management. Although Setsuko Yufu does not have past experience of being involved in company management other than as an Outside Director or Outside Audit & Supervisory Board Member, the Company believes that she can appropriately perform her duties as an Outside Audit & Supervisory Board Member on account of the reasons mentioned above.</p> <p><Notable conflicts of interest between the candidate and the Company> None</p>	<p>0 shares</p>

Name and date of birth	Career summary, position in the Company and other important concurrently held positions	Number of the Company's shares held (As of March 31, 2024)
2 Yoshiaki Tokuda October 19, 1964 New candidate	Apr. 1989 Joined the Company; Apr. 2002 Manager, IP Team, Intellectual Property Center, Matsushita Communications Industrial Co.,Ltd.; Apr. 2004 Manager, License & Contract Team, Strategy Group, Intellectual Property Center, Panasonic Mobile Communications Co., Ltd.; Feb. 2005 General Manager, Strategy Group, Intellectual Property Center, Panasonic Mobile Communications Co., Ltd.; Apr. 2006 Director, Intellectual Property Center, Panasonic Mobile Communications Co., Ltd.; Apr. 2013 General Manager, Strategy Office, Intellectual Property Center of the Company; Nov. 2013 Director, Professional Solution Center, Intellectual Property Center of the Company; Oct. 2014 General Manager, Strategy Department, Intellectual Property Center of the Company; Apr. 2017 Director, Intellectual Property Center of the Company; Oct. 2021 Director, Intellectual Property Center of the Company; Managing Officer, Operational Excellence Company/in charge of Intellectual Property; Apr. 2022 Director, Intellectual Property Center of the Company; Executive Officer, Panasonic Operational Excellence Co., Ltd./in charge of Intellectual Property; Apr. 2024 Executive, Audit & Supervisory Board Members' Office of the Company (to the present) <i><Reasons for election of the candidate></i> <i>As the Director of the Intellectual Property Department of the Panasonic Group, we expect Yoshiaki Tokuda to make use of his experience observing the business of the overall Group from a comprehensive perspective, and his experience and knowledge as an Executive Officer of an operating company, to appropriately monitor and supervise the execution of Director duties as an Audit & Supervisory Board Member. He is also expected to offer valuable opinions regarding strengthening of the Panasonic Group audit and supervision system and Panasonic Group management.</i> <i><Notable conflicts of interest between the candidate and the Company></i> <i>None</i>	7,355 shares

- (Notes) 1. Setsuko Yufu is a candidate for Outside Audit & Supervisory Board Member as stipulated in Article 2, Paragraph 3, Item 8 of the Enforcement Regulations of the Companies Act. The Company sent notification of her continuing status as an Independent Audit & Supervisory Board Member to the stock exchanges of Japan on which the Company's shares are publicly listed. The independence criteria for the Company's Outside Audit & Supervisory Board Members are as described on page 19.
2. The Company has entered into a contract for limitation of liability with Audit & Supervisory Board Member Setsuko Yufu, which limits the amount of her liability, as defined under Article 423, Paragraph 1 of the Companies Act, to the minimum amount stipulated in Article 425, Paragraph 1 of the Companies Act, presuming she performs her duties in good faith and without gross negligence. In the event that her reappointment is approved, the Company intends to continue the above contract. If the appointment of Yoshiaki Tokuda is approved, the Company intends to enter into the same contract as that mentioned above with him.
3. The Company has entered into an indemnity agreement, as defined under Article 430, Paragraph 2, Item 1 of the Companies Act, with Audit & Supervisory Board Member Setsuko Yufu, and the Company agrees to indemnify costs and losses, as provided for by item 1 and item 2, respectively, of said Paragraph, within the ranges prescribed by laws and regulations. In the event that her reappointment is approved, the Company intends to continue the contract. If the appointment of Yoshiaki Tokuda is approved, the Company intends to enter into the same contract with him. Under these agreements, to ensure that appropriate execution of the duties by the Company officers will not be impaired, certain inappropriate cases are excluded from compensation, and upon receiving a request for compensation from the Company officers, the Board of Directors will determine whether or not the case corresponds to these exclusions when carrying out compensation. Also, if it is found that the compensation was inappropriate after it has been carried out, the agreement allows the Company to demand the return of all or part of the compensation money from the Company officers concerned.
4. The Company has entered into a directors' and officers' liability insurance policy with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. This policy covers directors, auditors, and executive officers of the Company and its subsidiaries*. The full amount of the insurance premiums is borne by the Company and its subsidiaries. This insurance policy covers compensation for damages, legal fees, and related expenses that would be borne by the insured parties in the event that a claim for damages is made against the insured parties arising from acts conducted in relation to their official duties. However, measures are taken to prevent adverse effects on the correct execution of duties by excluding coverage for damages arising from acts which were committed by the insured parties with the knowledge that the acts were illegal. If Setsuko Yufu and Yoshiaki Tokuda are elected as Audit & Supervisory Board Members and assume office, they will become insured under the above-mentioned insurance policy. In addition, the Company plans to renew the insurance policy with the same details at the next renewal.
- * Panasonic Corporation, Panasonic Automotive Systems Co., Ltd., Panasonic Entertainment & Communication Co., Ltd., Panasonic Housing Solutions Co., Ltd., Panasonic Connect Co., Ltd., Panasonic Industry Co., Ltd., Panasonic Energy Co., Ltd., Panasonic Operational Excellence Co., Ltd., Panasonic Information Systems Co., Ltd.

Reference: Knowledge expected of Directors and Audit & Supervisory Board Members after appointment

The Board of Directors entrusts authority to the operating companies, and achieves a fast-moving decision-making process centered on the operating companies. It also decides the Group's medium- and long-term strategies and important Group matters, and concentrates on Group direction through Group governance and risk management, in order to make important decisions for the Group and conduct sound and suitable monitoring.

In order for the Company Board of Directors to fulfill the above roles, the Company Board of Directors must possess an enthusiasm and readiness for reform in order to directly confront social issues and increase corporate value. For this purpose, the knowledge which the Board of Directors should possess is organized into the following subjects: (1) Business experience as a member of management (Business management), (2) Long-term changes in global industrial structures and mega trends (Industry structures, mega trends), (3) Technical trends related to IT and digital transformation (IT, digital), (4) Global perspective (Global, international situation), (5) Financial insight and large-scale investment decisions (Finance, investment decisions), (6) Promotion of innovation, strengthening of competitiveness (Technologies, manufacturing, supply chain), (7) Risk control and governance related to execution of duties (Governance, risk management), and (8) Environment and society.

Regarding the above knowledge, up to the top four subjects of knowledge which each Director and Audit & Supervisory Board Member is expected to deliver are as shown in the table below.

Name		Particular expected knowledge							
		Business management	Industry structures, mega trends	IT, digital	Global, international situation	Finance, investment decisions	Technologies, manufacturing, supply chain	Governance, risk management	Environment, society
Directors	Kazuhiro Tsuga	●	●	●				●	
	Yuki Kusumi	●				●	●		●
	Tetsuro Homma	●	●		●			●	
	Mototsugu Sato	●			●	●		●	
	Hirokazu Umeda	●			●	●		●	
	Yoshiyuki Miyabe		●	●			●		●
	Ayako Shotoku				●			●	●
	Shinobu Matsui			●		●		●	●
	Keita Nishiyama		●	●	●	●			
	Kunio Noji	●			●		●	●	
	Michitaka Sawada	●					●	●	●
	Kazuhiko Toyama		●	●	●			●	
Ryusuke Shigetomi	●	●		●	●				
Audit & Supervisory Board Members	Hidetoshi Baba				●	●		●	
	Yoshiaki Tokuda		●	●	●				●
	Akihiro Eto	●			●	●		●	
	Akihiko Nakamura				●	●		●	
	Setsuko Yufu				●			●	●

<Overview of the Independence Standards for Outside Directors / Audit & Supervisory Board Members>

The following persons are not considered independent.

- (1) A person executing the operations of a parent company or a subsidiary of the parent company of the Company (Including a person who corresponds to such a person recently or previously, hereinafter, "executing person")
- (2) A person whose major business partner is the Panasonic Group or an executing person of the same, or a major business partner of the Panasonic Group or an executing person of the same
- (3) A consultant, accounting expert, or legal expert who receives a significant amount of money or other property from the Panasonic Group other than compensation as a Director / Audit & Supervisory Board Member. If the person who receives such property is an organization such as a legal entity or association, a person who belongs or belonged to the organization corresponds to the relevant person.
- (4) A principal shareholder of the Company (If the principal shareholder is a legal entity, an executing person of such legal entity)
- (5) A close relative listed in items (1) to (4) (A second-degree or closer relative applies. The same applies hereinafter.) or a close relative of an executing person of the Company or a subsidiary of the Company (If an Outside Audit & Supervisory Board Member is appointed to as an Independent Director / Audit & Supervisory Board Member, a person who is or who was a non-executing director / accounting advisor is included in the executing person.)

(Notes)

- i) In the items (1), (2), (4) and (5) above, an "executing person" corresponds to any of the following.
 - An executive director, an executive officer (shikkouyaku) or a director / audit & supervisory board member who executes business of a legal entity, etc.
 - An employee who executes business, a person responsible of serving duties of an employee who executes business of a legal entity in the case that the legal entity is an employee who executes business, or other such equivalent person
 - A worker

Also, the wording "recently" shall be assumed to be the point of time when the content of the bill of the general meeting of shareholders electing the person as a director or an audit & supervisory board member is decided, and the wording "previously" shall be assumed to be within the last three years.

- ii) In the item (2) above, "major" shall be applied to the case in which the amount of the transaction between the Panasonic Group and a business partner exceeds 2% of either of their annual consolidated net sales.
- iii) In the item (3) above, "a significant amount" shall be applied to the case in which the person oneself who provides a service (individual) or the organization such as a corporation or association to which a service provider belongs, in providing a service to the Panasonic Group, corresponds to any of the following. "A person who belongs or belonged" includes not only a partner, but also an associate as it is so called.
 - A person oneself who provides a service: Receives compensation of more than or equal to 12 million yen per year from the Panasonic Group.
 - An organization to which a service provider belongs: The amount of the transaction between the Panasonic Group and the organization exceeds 2% of either of their annual consolidated net sales."A person who belonged to an organization" shall be assumed to be identified based on whether the person belonged to the organization within the last three years.
- iv) In the item (4) above, "a principal shareholder" shall mean a shareholder holding 10% or more of the voting rights of the Company.
- v) In the item (5) above, "A person who was a non-executive director / accounting advisor" shall be assumed to be identified based on whether the person was in the position within the last three years.

Business Report for the 117th Fiscal Period

(From April 1, 2023 to March 31, 2024)

1. Brief Business Review of the Panasonic Group

(1) Progress and Results during the Period

During the year ended March 31, 2024 (fiscal 2024), the global economy in general experienced a moderate slowdown. In addition to geopolitical risks such as those arising from the Israel-Palestine situation and the situation in Ukraine, monetary tightening, mainly in Europe and the U.S., put downward pressure on the economy. Meanwhile, the Japanese economy showed a gradual recovery. Despite the negative impact of higher prices, particularly on personal consumption, the Japanese economy saw steady progress in capital investment and the recovery of inbound tourism-related demand.

In fiscal 2023, the Company transitioned to a new group organizational structure comprised of a holding company and operating companies. The Company aims to achieve KGIs (Key Goal Indicators) of “2.0 trillion yen of cumulative operating cash flows, ROE (Return on Equity) of 10% or more, and 1.5 trillion yen of cumulative operating profit” set in its three-year medium-term plan. Within this business environment, in fiscal 2024, the second year of this plan, the Company is working to strengthen its competitiveness, and also promoting a cash-flow oriented management approach in each of its businesses and building business foundations in growth areas. In the automotive battery business, its priority investment area, Panasonic Energy Co., Ltd. entered into a contract in April 2023 with Norway’s Hexagon Purus ASA, which manufactures zero emission mobility and infrastructure solutions, to supply automotive batteries for commercial vehicles in North America. In addition, the Company started discussions on building medium- to long-term partnerships with Mazda Motor Corporation, and separately with SUBARU CORPORATION, and as a result, in March 2024, a memorandum of understanding was signed with Mazda and a basic collaboration agreement was reached with SUBARU for the supply of cylindrical lithium-ion batteries for in-vehicle use, thereby expanding our customer base. Meanwhile, the supply chain management (SCM) software business (“SCM software business”), which has been identified as an investment area, has been undergoing a business transformation aimed at further growth, as seen with the acquisition of One Network Enterprises, Inc. in the U.S. in March 2024 by Blue Yonder Holding Inc. (“Blue Yonder”), a subsidiary of Panasonic Connect Co., Ltd.

In addition, the Company has been conducting a review of its business portfolio from the perspective of being the best owner to determine the growth potential of each business, and in March 2024, the Company and Apollo Group, including Apollo Global Management, Inc., entered into a share transfer agreement and shareholders agreement regarding the transfer of shares of Panasonic Automotive Systems Co., Ltd. (“PAS”) with the aim of becoming joint partners in PAS’ business.

The Company’s consolidated sales for fiscal 2024 increased by 1% to ¥8,496.4 billion from a year ago. While industry experienced a decline in sales, there was an increase in sales for Automotive, Connect, and automotive batteries, and the impact of currency translations resulted in an increase in sales.

Operating profit increased by 25% to ¥361.0 billion and profit before income taxes increased by 34% to ¥425.2 billion from a year ago. Despite an increase in fixed costs such as those arising from strategic investment, and the impact of soaring raw material prices, profit increased due to progress in price revision and rationalization, the effects of the exchange rate, and the recording of tax credit under the Inflation Reduction Act in the U.S. (the “US IRA Tax Credit”). In addition, net profit attributable to Panasonic Holdings Corporation stockholders increased by 67% year on year to ¥444.0 billion due to a decrease in income taxes resulting from the resolution by the Company to liquidate Panasonic Liquid Crystal Display (“PLD”) (through “special liquidation defined in the Japanese Companies Act”) and to waive the debt owned by PLD.

Segment Information

For management reasons, the Panasonic Group now evaluates and releases business results in the five reportable segments of “Lifestyle,” “Automotive,” “Connect,” “Industry” and “Energy.”

Business divisions and main businesses by reportable segments are listed on the next page, with sales and operating profit for each segment presented on the pages that follow.

Segment Information

Segment	Sales (billions of yen)	Year-on-year comparison (%)	Operating profit (billions of yen)	Profit ratio (%)	Year-on-year comparison (%)
Lifestyle	3,494.4	100	121.6	3.5	118
Automotive	1,491.9	115	42.8	2.9	263
Connect	1,202.8	107	40.4	3.4	198
Industry	1,042.6	91	31.1	3.0	47
Energy	915.9	94	88.8	9.7	267
Reporting segment total	8,147.6	101	324.7	4.0	135
Other	1,219.5	101	59.5	4.9	105
Eliminations and Adjustments	(870.7)	–	(23.2)	–	–
Consolidated Total	8,496.4	101	361.0	4.2	125

- (Notes)
1. Amounts less than ¥100 million have been rounded to the nearest ¥100 million, and profit ratios have been rounded to one decimal place. Year-on-year comparison figures have been rounded to the nearest whole number.
 2. For year-on-year comparison of sales and operating profit, segment information for fiscal 2023 has been reclassified to conform to the structure of fiscal 2024.
 3. Sales of segments include intersegment sales.
 4. "Other" includes entertainment & communication, housing, sales of raw materials, etc.
 5. The figures in "Eliminations and Adjustments" include profit and loss which are not attributable to any segments, for the purpose of evaluating operating results of each segment, consolidation adjustments, and eliminations of intersegment transactions.

Business Divisions and Main Businesses by Reportable Segments

(as of March 31, 2024)

Reportable segments	Business Division	Major products and services
Lifestyle	Living Appliances and Solutions Company: Kitchen Appliances BD, Laundry Systems and Vacuum Cleaner BD, Beauty and Personal Care BD Heating & Ventilation A/C Company: HVAC BD Europe, Commercial Equipment Solutions BD, Residential System Equipment BD Cold Chain Solutions Company: Hussmann Corporation, Cold Chain BD Electric Works Company: Lighting BD, Electrical Construction Materials & Living Energy BD China & Northeast Asia Company: Smart Life Appliances BD, Building and Housing Solutions BD, Taiwan BD Panasonic Cycle Technology Co., Ltd.	Refrigerators, microwave ovens, rice cookers, washing machines, vacuum cleaners, personal-care products, air-conditioners for residential and commercial use, Air-to-Water (A2W) hot water heat pump system, ventilation, perflation and air-conditioning equipment, air purifiers, air purifier/sterilizers, freezing or refrigerating showcases, lighting fixtures, lamps, wiring devices, solar photovoltaic systems, fuel cells, compressors, bicycles, nursing care services
Automotive	Automotive Cockpit Systems Business: Infotainment Systems BD Automotive Electronics Systems Business: HMI Systems BD, Automotive Systems BD, Ficosa International, S.A.	Automotive-use infotainment systems, head-up displays, automotive speakers, automotive switches, advanced driver assistance systems (ADAS) and related devices, systems and devices for xEVs, interior rearview mirrors
Connect	Panasonic Avionics Corporation, Process Automation BD, Media Entertainment BD, Mobile Solutions BD, Gemba Solutions Company, Blue Yonder Holding, Inc.	Aircraft in-flight entertainment systems and communications services, electronic components-mounting machines, welding equipment, projectors, professional AV systems, PCs and tablets, solutions for various industries, installation/operation/maintenance services, supply chain management software
Industry	Electronic Devices Business: Electromechanical Control BD, Industrial Device BD, Device Solutions BD FA Solutions Business: Industrial Device BD Electronic Materials Business: Electronic Materials BD	EV relays, conductive polymer capacitors, film capacitors for xEVs, hybrid aluminum electrolytic capacitors, motors for automotive and HVAC, motors for industrial application (servomotors), programmable controllers (PLC), photoelectric sensors, laser markers, multilayer circuit board materials, semiconductor device materials, molding compounds
Energy	In-vehicle Business: Mobility Energy BD Industrial / Consumer Business: Energy Device BD, Energy Solutions BD	Cylindrical lithium-ion batteries for in-vehicle use, dry batteries, primary/secondary lithium batteries, nickel-metal hydride batteries, lithium-ion batteries, storage battery modules/systems
Other (businesses not included in reportable segments)	Panasonic Entertainment & Communication Co., Ltd., Panasonic Housing Solutions Co., Ltd.	TVs, digital cameras, video equipment, audio equipment, telephones, intercoms, kitchen & bathroom fittings, interior products, exteriors

Lifestyle

Sales were ¥3,494.4 billion, the same as a year ago.

In fiscal 2024, while the electrical construction materials business and cold chain business in North America saw an increase in revenue, the consumer electronics business saw a decrease in revenue, and the heating & ventilation A/C business experienced a drop in demand due to the deteriorating environment surrounding Europe. In addition, the impact of the deconsolidation of a portion of businesses in China contributed to overall sales remaining flat compared to the previous year.

As for conditions in our primary divisional companies, although the Living Appliances and Solutions Company had strong sales of personal-care appliances, sales of other products decreased due to sluggish demand in China and other parts of Asia.

While the Heating & Ventilation A/C Company saw increased sales of air conditioners and other products in Asia, revenue decreased due to a decline in demand for room air-conditioners in Japan and air to water hot water heat pump system ("A2W") in Europe affected by deteriorating market conditions.

The Cold Chain Solutions Company saw an increase in sales due to strong sales of showcases in North America.

At the Electric Works Company, there were strong sales of electrical construction materials, including non-residential lighting (facility and disaster prevention) in Japan, and boosted by the effects of price revisions, sales were higher.

Operating profit for this segment recorded ¥121.6 billion. Despite the impact from decreased sales of the overseas consumer electronics business and A2W in Europe, there was a profit increase of ¥18.3 billion from a year ago due to increased sales and profits in the North American cold chain business and domestic and overseas electrical construction materials business, as well as a reversal of one-time expenses recorded in the preceding fiscal period.

Automotive

Sales increased by 15% to ¥1,491.9 billion from a year ago.

During fiscal 2024, as the global shortage of automotive semiconductors and components eased, the number of automobiles produced in the market increased compared to initial forecasts for current fiscal year, and the recovery trend in customer automobile production continued. In addition, the impact of currency translations led to an increase in revenue.

Operating profit for this segment recorded ¥42.8 billion. While rising fixed costs due to higher personnel expenses and soaring component prices, such as automotive semiconductors, continued to affect the Company, we implemented measures such as price adjustments in response to rising component prices and currency translations as well as rationalization and improvement of profitability of automotive chargers, in addition to increased sales profits. In addition, the Company continued measures to strengthen operational capabilities, such as doubling productivity with production lines using AI in factories in Japan, and benefited from efforts to strengthen the management structure. At the same time, in the Automotive Cockpit Systems Business, the Company pushed forward its integrated high-performance computer (HPC) strategy, and in the Automotive Electronics Systems Business, we focused on initiatives to increase the voltage and output of automotive chargers, proposed new automobile interior space concept models, and developed and promoted solution businesses. While investing in growth for the future in this way, overall profit for this segment increased by ¥26.6 billion from a year ago.

Connect

Sales increased by 7% to ¥1,202.8 billion from a year ago.

During fiscal 2024, the process automation business saw a decrease in revenue, but the Avionics business, gemba solutions business and Blue Yonder had increased sales due to steady growth.

In our primary business divisions, the Mobile Solutions BD saw higher sales as a result of increased sales of rugged mobile terminals for overseas markets and notebook PCs for the domestic market.

In the Process Automation BD, sales decreased due to continued weak demand in the PC and smartphone markets and sluggish market conditions in China, which resulted in weak sales of mounting machines.

At the Gemba Solutions Company, there was an increase in revenue due to the successful acquisition of domestic solution projects, including large-scale projects in existing businesses.

Panasonic Avionics Corporation saw an increase in sales due to steady global passenger demand and strong sales of in-flight entertainment and communications systems as well as aircraft maintenance and repair services.

At Blue Yonder, sales of SaaS* remained strong, resulting in increased revenue.

Operating profit for this segment recorded ¥40.4 billion. Although Blue Yonder had strategic investments and the process automation business had a decline in sales, the Avionics business and gemba solutions business had strong sales, resulting in an increased profit of ¥20.0 billion from a year ago.

(*) SaaS: Acronym for "Software as a Service." This service allows the user to access, via the Internet, the necessary functions of software that is located on a Cloud server provided by a vendor.

Industry

Sales decreased by 9% to ¥1,042.6 billion from a year ago.

During fiscal 2024, despite an increase in sales of capacitors for green vehicles and products for generative AI servers and the impact of currency translations, overall revenue declined due to sluggish market conditions in the China FA market and information- and communication-infrastructure market, as well as the impact of changes in the sales channel resulting from the termination of our semiconductor business.

As to the conditions of major businesses, the Electronic Devices Business saw increased sales due to continuing strong sales of capacitors used in green vehicles and increased demand for capacitors used in generative AI servers. However, overall revenue declined, attributed to factors such as decreased sales of industrial relays due to the stagnant Chinese market in addition to capacitors for general-purpose servers and base stations.

In the FA Solutions Business, stagnant market conditions in China and other parts of Asia coupled with the impact of intensifying competition in the China FA market resulted in decreased sales of industrial motors and other products and an overall decline in revenue.

In the Electronic Materials Business, sales increased due to increased demand for multi-layer circuit board material used in generative AI servers.

Operating profit for this segment recorded ¥31.1 billion. The effects of high raw materials prices and increases in fixed expenses were offset by price revisions and rationalization, and while there was a positive effect from the weak yen, there was a significant loss on reduced sales due to sluggish market conditions, resulting in a decrease in profits of ¥35.7 billion from a year ago.

Energy

Sales decreased by 6% to ¥915.9 billion from a year ago.

During this fiscal year, production of automotive batteries in North America remained strong due to strong demand for vehicles with installed batteries. However, due to the impact of a decline in demand for higher priced vehicles that are no longer eligible for subsidies for electric vehicle purchasers in the U.S., production of these vehicle types fell at factories in Japan. In addition, due to lower sales in the consumer and power sectors and the impact of accounting procedures* related to the effective use of US IRA Tax Credit with customers, overall sales decreased (increased 5% when excluding the accounting impact).

Regarding the conditions in primary business areas, the In-vehicle Business saw increased sales due to strong demand at factories in North America, but sales declined due to lower demand at factories in Japan. In addition, the accounting impact of US IRA Tax Credit contributed to an overall sales decrease (sales would have increased excluding the accounting impact).

In the Industrial / Consumer Business, the growth of the generative AI market led to strong performance of power storage systems for data centers, but due to slow market recovery, sales of lithium-ion batteries for consumer and power applications, such as electric assisted bicycles, were significantly affected, resulting in a decrease in sales.

Operating profit for this segment recorded ¥88.8 billion. Despite the loss from reduced sales in the Industrial / Consumer Business, the impact of reduced production at domestic plants and higher fixed costs for future growth in the In-vehicle Business, and expenses for dealing with defective products, we recorded an increase in profits of ¥55.6 billion from a year ago due to increased sales and improved productivity at automotive battery factories in North America and the recording of US IRA Tax Credit (a decrease in profits of ¥31.2 billion from a year ago when excluding US IRA Tax Credit).

(*) Although the method of effective utilization with customers has not yet been determined, the "Accounting Standard for Revenue Recognition" will be applied and sales will be recorded as a negative amount.

(2) Research and Development

Based on its growth strategies, the Panasonic Group focused on developing new technologies and new products that will support the future. In addition, we actively engaged in technology development aimed at contributing to solving global environmental issues and benefitting the life-long health, safety, and comfort for everyone. R&D expenditures totaled ¥491.2 billion in fiscal 2024. Key development initiatives and achievements were as follows:

- (1) Strengthening research and development in the areas of air conditioning, hot water supply, and heating that contribute to energy savings and reducing CO₂ emissions

We worked to construct a system for strengthening medium- and long-term research and development in the areas of air conditioning, hot water supply, and heating. We established a new research site in Kusatsu City, Shiga, and are carrying out development of technologies that are friendly to the global environment such as support for ZEH (net zero energy houses), heat pumps, and natural refrigerants to achieve carbon neutrality. The site buildings make full use of the Company's energy-saving products, realizing an energy reduction of 53% (using the primary energy consumed by a conventional building as the standard) and achieving the ZEB Ready^(Note 1) level. In Umeda, Osaka, we also established a site specializing in the development of heating & ventilation A/C solutions utilizing AI and the Cloud, and we are working to strengthen points of contact with the customers by utilizing the data analysis and AI technologies that have been previously developed by the Company.

- (2) Development of the world's first^(Note 2) glass integrated perovskite solar cells

By combining the Company's original material technologies, inkjet application method, and laser machining technologies, we have developed the world's first glass integrated perovskite solar cells with increased freedom of size, transparency, design, and other factors to support customization. The 30cm square module features the world's highest level of photoelectric conversion efficiency at 18.1%. Prototypes were produced, and a long-term verification test lasting one year or longer, including performance, durability, and other technical verification, was started in August of last year at Fujisawa Sustainable Smart Town in Fujisawa City, Kanagawa. We have also introduced a meter-grade prototype line, and are developing a manufacturing process for large surface areas.

We will continue to position perovskite solar cells as "power-generating glass" that is harmonized with cities and lifestyles, and will balance the creation of renewable energy with city scenery while contributing to reducing emissions of CO₂.

- (3) Accelerating the development of next-generation batteries that will achieve further improvements in EV battery energy density

We have developed technologies for making effective use of silicon material, one feature of which is a theoretical capacity that is approximately 10 times higher than the graphite which is currently widely used as a negative-electrode material. In cooperation with a partner company, we have also introduced a technology that delivers high capacity while reducing swelling during charging. This allows a higher percentage of the graphite in the negative electrode to be replaced by silicon material, increasing the energy density.

We will continue to make further advances in higher battery performance, and are aiming to achieve the targets of a 5% improvement in energy density by 2025 and a 25% improvement by 2030.

Through these initiatives (1) - (3), we are accelerating our efforts to create value for the customers, and to make use of industry-leading environmental material technologies, AI, and the Cloud, contributing to solutions to global environmental issues.

- (4) Promoting technology development aimed at social implementation of AI technologies centered on image recognition

We are developing technologies which apply the image recognition technologies which the Company has developed over many years to AI, reducing the vast quantity of data and calculations and enabling social implementation. For example, we have developed technologies which utilize learning of a facial recognition model that is commonly effective for a variety of attributes in order to reduce the decline in recognition accuracy with specific models that have limited data quantities^(Note 3). We have also developed technologies that prevent high-confidence false recognition of objects which the AI model has not learned^(Note 4) and technologies that increase image recognition accuracy in bad weather environments^(Note 5). All of these have been adopted by prestigious international academic societies in the fields of AI and image recognition. The number of such technologies adopted is increasing year by year (1.5 times the number of the previous year). In order to improve operating efficiency through the use of generative AI, we are also developing an AI assistant service for our own use based on a large language model. We have expanded the functions to enable use of the Company's original information, and have started operation intended for use in our business.

In the future, the Company will accelerate the social implementation of technologies utilizing AI, and will carry out research and development that will contribute to helping the lives and workplaces of our customers.

- (5) Development of technologies utilizing robots that are an integral part of people's lives and that contribute to resolving social issues in the workplace

We are implementing technologies utilizing robots that contribute to resolving the increasingly severe labor shortage in the logistics field, and to improving efficiency. In the package delivery workplace, based on verification results of automated delivery robot technologies previously developed, we were the first in the industry to begin operation of automated delivery robots through the notification system based on the revised Road Traffic Act of Japan. In the logistics warehouse workplace, we have combined robot control technologies, sensing technologies, and AI technologies for central control in order to develop a Robot Control Platform that can adapt to a wide range of products that fluctuate within the warehouse, and construct a group of technologies that liberate operations from manual work and functional restrictions.

In the future, the Company will accelerate its development aimed at creating a more convenient and affluent world possible only with the availability of robotics technologies.

- (Notes)
1. A cutting-edge building focused on the “ZEB (net zero energy building)” concept, equipped with an exterior that has improved thermal insulation performance and high-efficiency energy-saving equipment, resulting in a building that complies with a 50% or greater reduction in standard primary energy consumption excluding renewable energy
 2. Investigation by the Company of glass integrated solar cells as of August 31, 2023
 3. Accepted by ICCV (International Conference on Computer Vision) 2023.
 4. Accepted by UAI (Conference on Uncertainty in Artificial Intelligence) 2023.
 5. Accepted by AAAI-24 (The 38th Annual AAAI Conference on Artificial Intelligence).

(3) Capital Investment

The Panasonic Group made capital investment totaling ¥568.0 billion in fiscal 2024. This investment was focused on key business areas and is aimed at achieving future growth.

Segment name	Amount (billions of yen)	Contents of main capital investment
Lifestyle	116.7	Production facilities for A2W and other home-use electric appliances, and electrical construction materials
Automotive	29.9	Production facilities for in-vehicle systems and other products
Connect	21.6	Production facilities for systems and other products related to the B2B solutions business
Industry	55.6	Production facilities for electronic components, control devices, and other products
Energy	292.1	Production facilities for lithium-ion batteries for automotive use and other products, construction of a new plant in North America, etc.
Other/Corporate	52.1	Production facilities for video and AV equipment, residential construction materials, etc., and construction of a research building in the company-wide engineering department, etc.
Total	568.0	

- (Notes) 1. The investment amounts in the Entertainment & Communication business, the Housing business, and other businesses not included in the reporting segments, and in company-wide divisions, are totaled and indicated as "Other/Corporate."
2. The investment amounts in property, plant and equipment are listed here.

(4) Corporate Financing

The Panasonic Group's basic policy is to generate necessary funds for its business activities through its own efforts. The generated funds are utilized efficiently through internal Group finance operations. In cases where it becomes necessary to secure funds for purposes such as for working capital or business investments, corporate financing is secured from external sources by appropriate means after due consideration of the Group's financial standing and financial market conditions.

During fiscal 2024, in September 2023, the Company issued ¥260.0 billion in unsecured straight bonds in order to allocate money to the redemption of bonds and secure the necessary funds for future business expansion. The Company also mainly issued commercial paper (CP) to secure working capital and others. The Company redeemed the 16th series of unsecured straight bonds totaling ¥70.0 billion in September 2023 (issued in September 2016), and the 20th series of unsecured straight bonds totaling ¥80.0 billion in December 2023 (issued in December 2020) as they fell due.

As a result, the balance of yen-denominated unsecured straight bonds was ¥710.0 billion, the balance of yen-denominated publicly offered hybrid bonds (subordinated bonds)^(Note 1) was ¥400.0 billion, and the balance of unsecured US dollar-denominated unsecured straight bonds was USD 1.5 billion as of March 31, 2024.

The Company entered into three-year commitment line agreements^(Note 2) with several banks in June 2021 to prepare for financing risk in the precarious financial and economic environment. The upper limit for unsecured borrowing based on the agreements is a total of ¥600.0 billion, but there is no borrowing under this agreement.

- (Notes) 1. Publicly offered hybrid bonds (subordinated bonds): bonds with characteristics midway between equity and debt, and with characteristics similar to equity that include optional deferral of interest payments, a particularly long repayment period, and subordination in liquidation proceedings and bankruptcy proceedings
2. Commitment line agreements: contracts made with financial institutions to secure financing subject to pre-agreed limits on the time period and commitment line

(5) Initiatives for Sustainability

The Panasonic Group has positioned "contributing to the progress and development of society and the well-being of people worldwide through its business" at the core of our Basic Business Philosophy and believes that the implementation of this Philosophy constitutes the true nature of sustainability management. In June 2023, the Company announced the priority issues (materiality) which are sustainability-related risks and opportunities from two perspectives: "financial effects on the Company" and "impact on society." Each year, we also publish the Sustainability Data Book that reports our approach to environmental, social and governance initiatives and the activities for each year. The most recent version (fiscal 2023 report) was issued in August 2023. Following is a summary of the main initiatives centering on materiality.

<Global Environmental Issues>

The Panasonic Group announced the Panasonic GREEN IMPACT (PGI), long-term environmental vision in 2022, aimed at achieving both "a better life" and "a sustainable global environment." The goal is to create a CO₂ reduction impact of 300 million tons^(Note 1) or more, equivalent to approximately 1% of total global emissions in 2050. This will be done by achieving net zero CO₂ emissions throughout the Panasonic Group value chain^(Note 2) to reduce emissions by 110 million tons, and by contributing to emissions reductions of 200 million tons in society.

The avoided emissions which account for 2/3 of the reduction impact in PGI goal are indices which estimate the expected amounts of CO₂ reduction effects resulting when our technologies, products, and services are used. So that these avoided emissions are correctly evaluated as contributions to business decarbonization, the Panasonic Group involves national governments, industries, and the financial world, and has taken the lead in discussing the social importance of the avoided emissions and the need for international standardization. The Sustainability Data Book that was published in August 2023 disclosed for the first time examples of the avoided emissions, the calculation formulas, and other details. We are participating in the standardization activities and guidance creation of the International Electrotechnical Committee (IEC), GX League^(Note 3), and World Business Council for Sustainable Development (WBCSD). In addition, as a result of continual promotion at a wide range of international events, the results report from the G7 Climate, Energy and Environment Ministers' Meeting in Sapporo in April 2023, and from the G7 Hiroshima Summit in May, contained the following statements: "There is also value in acknowledging avoided emissions" and "We also encourage and promote private entities' work to foster innovation contributing to the emission reduction of other entities through decarbonization solutions." Subsequently at COP28^(Note 4) held in Dubai in November 2023, we promoted the importance of the avoided emissions and the need for international standardization through an exhibit of leading environmental technologies that realize PGI, a seminar, and an appearance at a panel discussion.

The goals of PGI, which will contribute to resolving global environmental issues through our business, also include the achievement of carbon neutrality and a circular economy (CE)^(Note 5). The GREEN IMPACT PLAN 2024, an Environmental Action Plan that was announced in 2022, establishes targets for decarbonization, and also sets targets for the factory waste recycling ratio, amount of recycled resin used, and number of CE business models on the road to achieving CE. Furthermore, in order to accelerate initiatives for achieving a CE within the Group, last year in December we formulated the Circular Economy Group Policy. We are proceeding with identifying issues in our approaches based on the business characteristics of each company, and with the formulation of long-term strategies and medium-term action plans.

So that people can continue to live with peace of mind on the earth in the next generation and future generations, the Group will continue working together to accelerate our initiatives aimed at achieving carbon neutrality and a circular economy through our business activities in the future.

- (Notes)
1. 300 million tons or more, equivalent to approximately 1% of total global emissions: According to 2020 CO₂ emissions from energy sources (source: IEA) (The emissions coefficient for avoided CO₂ emissions uses the 2020 standard.)
 2. Value chain: The series of business activities from procurement of raw materials to manufacturing, distribution, sale, and after-sale services
 3. GX League: This framework was established by the Ministry of Economy, Trade and Industry as a forum for discussions and new market creation so that a group of corporations which are striving to achieve carbon neutrality as quickly as possible can cooperate with government, universities, and the financial sector, with the goal of transforming overall economic and social systems (GX: Green Transformation).
 4. COP28: The 28th Conference of the Parties to the United Nations Framework Convention on Climate Change. Around 200 nations, regions, and other entities participated in this international conference aimed at resolving the problem of climate change.
 5. Circular economy (CE): An economic system that seeks to preserve and maintain the value of products, materials, and resources for as long as possible, minimize the production of waste materials, and effectively utilize resources through product sharing and services.

<Business Integrity>

We have established the Panasonic Group Code of Ethics & Compliance to identify the commitments which every company in the Panasonic Group and all of their employees must fulfill in order to achieve our Basic Business Philosophy and carry out business activities with highest standards of ethics and compliance. We also conducted training for officers and employees of all Group companies.

In addition, to promote fair operating practices by observing laws and regulations and business ethics in all countries and regions, we established internal rules to prevent bribery, corruption, and other illegal acts, and to protect and respect intellectual property, as well as a whistle-blower system aiming for early detection and solution of misconducts and risks.

Panasonic Industry Co., Ltd. ("PID") has identified instances of irregularities in the process of the third-party certification by UL Solutions, a U.S. safety science company, for electronic materials manufactured and sold by PID and an external investigation committee was established on January 12, 2024. PID communicates directly with customers who have purchased the identified products and discusses future actions and will also continue to fully cooperate with investigations possible to uncover all irregularities in the process.

Throughout the Panasonic Group, aiming to drive out all misconduct related to quality and compliance problems, and to completely eliminate quality improprieties, we are working together with an external law office and conducting a thorough voluntary investigation targeting irregularities related to quality and compliance.

<Corporate Governance>

The Company believes it is important to increase corporate value by fulfilling accountability through dialogue with various stakeholders such as shareholders and customers, making efforts to execute transparent business activities, and swiftly conducting business activities with fairness and honesty based on its management philosophy of "a company is a public entity of society."

For this reason, we recognize that corporate governance is an important foundation of management. The fundamental structure is an audit and supervisory system consisting of the Board of Directors that decides the execution of strategies and important matters related to the overall Group and supervises the execution of Director duties, and the

Audit & Supervisory Board Members and Audit & Supervisory Board which supervises the execution of Director duties. The entire Panasonic Group is endeavoring to establish and strengthen this structure as an effective system.

For details of the Company's corporate governance system, evaluations of Board of Directors effectiveness, evaluations of Audit & Supervisory Board effectiveness, and related matters, please refer to "6. Systems and Policies of the Company, (1) Corporate Governance of the Company" (pages 49 to 52).

<Respect for Human Rights>

In the Panasonic Group Human Rights and Labour Policy (the "Human Rights and Labour Policy") that was established based on our management philosophy, the Panasonic Group clearly pledges to observe all laws and regulations which apply to our business activities, and respect internationally recognized human rights. In order to achieve this, we identify, prevent, and remediate human rights violation risks in our value chain, promote victim relief measures, formulate internal rules for carrying out the above, construct an operating system, and enact specific measures. In fiscal 2024, we revised the Human Rights and Labour Policy to respond to the addition of occupational safety and health to the International Labour Organization's core labour standards and to specify the enhancement of our efforts to prevent forced labour in the supply chain. The subjects of the self-assessment aimed at identifying risks of human rights violations at the Panasonic Group manufacturing sites have been expanded to cover all sites. We have also carried out training related to business and human rights for employees in China and Asia, where the Panasonic Group manufacturing sites are concentrated. In Malaysia, with the cooperation of an international agency, we endeavored to strengthen preventive measures through training for members of the supply chain.

<Employees' Well-being>

The Panasonic Group positions employees' well-being^(Note) as a precondition for management, we are working based on three fundamental perspectives: "Work in safe, secure, and healthy state," "Work with a sense of fulfillment," and "Work together by giving full play to all individuality." In fiscal 2024, in addition to the creation of safe and secure workplace environments, we focused on matters including improving employee health, expanding choices for individual careers and working styles, and unconscious bias training where employees learn to address prejudices they are unaware of. So that all employees can enjoy greater motivation for their work and make maximum use of their individuality and abilities, we formulated the Panasonic Leadership Principles as action guidelines for all employees, and began coordinating these guidelines with personnel management measures.

(Note) Employees' Well-being: Conditions where each and every employee is healthy both physically and mentally, and feels happy and fulfilled in their work as a result of having opportunities for taking on new challenges

<Procurement Activities>

In the procurement activities of the Panasonic Group, we are working together with our suppliers to ensure, maintain, and improve quality, to realize competitive pricing, and to respond to market changes. In addition, we are creating the value demanded by our customers together with suppliers who are fulfilling their social responsibilities, including responsibilities regarding human rights and labour, safety and health, the environment, and compliance. In fiscal 2024, we conducted CSR audits of suppliers and acquired consent forms from suppliers regarding CSR guidelines, and sent letters requesting understanding so that suppliers will cooperate in carrying out the Panasonic GREEN IMPACT that is the environmental vision of the Company.

<Corporate Citizenship Activities>

As a corporate citizen, the Panasonic Group aims to resolve social issues through its corporate citizenship activities (social contribution activities) in conjunction with our business activities, and is working primarily in three key themes—ending poverty, environmental activities, and human development (learning support)—towards achieving "Sustainable and Inclusive Society" where everyone can live a vibrant life more freely. For details, please see "Corporate Citizenship Activities" on the Company's website.

(6) Challenges for the Panasonic Group

The global economy in fiscal 2025 continues to face uncertainty. In addition to geopolitical risks such as the Israel-Palestine situation and the situation in Ukraine, financial tightening, mainly in Europe and the U.S., are creating concerns about impact on the real economy. Meanwhile, a gradual recovery is expected for the Japanese economy. Despite concerns such as geopolitical risks, capital investment demand remains steady and personal consumption is expected to recover as real wages improve.

Under such management conditions, the Company will focus on initiatives aimed at improving ROE in the final fiscal year of the medium-term plan launched in April 2022. In particular, we are working to improve profitability in order to further strengthen the business foundation of our three growth areas: automotive batteries, heating & ventilation A/C, and SCM software. In the automotive battery business, we are shifting strategies to respond to market changes and expand our customer base; in the heating & ventilation A/C business, we are strengthening our base in anticipation of a recovery in demand for air to water hot water heat pump systems in Europe; and in the SCM software business, we are continuing to promote reforms led by the Blue Yonder CEO. In addition, the Company is working to strengthen the management base across the Group through initiatives (such as operational frontline innovative activities and “PX”) to accelerate the pace of strengthening human capital management and competitiveness. Furthermore, we are assessing the growth potential of each business, ensuring strict management based on return on invested capital (ROIC), and working to reform our business portfolio focusing on growth potential and profitability for the next medium-term plan. Through these activities, we are transforming the Group to ensure revenue growth over the medium to long term.

(7) Financial Summary

1) Consolidated business results and financial condition

Fiscal period	FY2021	FY2022	FY2023	FY2024 (current fiscal year under review)
Net sales (billions of yen)	6,698.8	7,388.8	8,378.9	8,496.4
Operating profit (billions of yen)	258.6	357.5	288.6	361.0
Profit before income taxes (billions of yen)	260.8	360.4	316.4	425.2
Net profit attributable to Panasonic Holdings Corporation stockholders (billions of yen)	165.1	255.3	265.5	444.0
Earnings per share attributable to Panasonic Holdings Corporation stockholders, basic (yen)	70.75	109.41	113.75	190.21
Total assets (billions of yen)	6,847.1	8,023.6	8,059.5	9,411.2
Panasonic Holdings Corporation stockholders' equity (billions of yen)	2,594.0	3,165.0	3,618.4	4,544.1
Panasonic Holdings Corporation stockholders' equity per share (yen)	1,111.73	1,356.08	1,550.23	1,946.62

(Note) Amounts less than ¥100 million are rounded to the nearest ¥100 million.

- In fiscal 2021, sales decreased due to the impact of the COVID-19 pandemic, as well as the impact of deconsolidation in housing related businesses. Operating profit, profit before income taxes, and net profit attributable to Panasonic Holdings Corporation stockholders all decreased due to the impact of the decreased sales and a gain from business transfers in the previous year, despite the enhancement of the management structure and increased profits from businesses capturing opportunities reflecting changes in society.
- Fiscal 2022 saw rising sales as a result of growth in sales of industrial and communications products and automotive batteries, as well as the effects from the new consolidation of Blue Yonder Holding, Inc. ("Blue Yonder"). In terms of profit, there were increases in operating profit, profit before income taxes, and net profit attributable to Panasonic Holdings Corporation stockholders. This was due mainly to increased sales and efforts in price revisions, as well as a recognized gain from the reevaluation of the existing equity in Blue Yonder, despite the impact of raw material price hikes and other factors.
- In fiscal 2023, sales increased due to growth in air to water hot water heat pump system, in-vehicle systems and automotive batteries, new consolidation of Blue Yonder and the impact of currency translations. In terms of profit, although there were decreases in operating profit and profit before income taxes, there was an increase in net profit attributable to Panasonic Holdings Corporation stockholders. This was due mainly to the impact of price hikes in raw materials and increased fixed costs, despite increased sales and efforts such as price revisions. In addition, the impact of one-off gain in the previous year was a factor of the decrease.
- Details of operations for fiscal 2024 are described in "1. (1) Progress and Results during the Period" (page 20) in the Business Report.

2) Business results and financial condition on a parent-alone basis

Fiscal period	FY2021	FY2022	FY2023	FY2024
Net sales or Operating revenue (billions of yen)	3,812.6	2,756.0	247.5	263.2
Ordinary income (billions of yen)	137.1	126.9	109.7	110.4
Net income (billions of yen)	78.8	86.6	66.6	52.8
Net income per share (yen)	33.77	37.10	28.54	22.60
Total assets (billions of yen)	4,482.2	5,327.5	3,958.6	4,361.5
Net assets (billions of yen)	1,545.2	1,585.4	1,591.1	1,561.1
Net assets per share (yen)	661.79	678.94	681.37	668.47

- (Notes)
1. Amounts less than ¥100 million are rounded to the nearest ¥100 million.
 2. From fiscal 2022 (115th period), the Company has applied the "Accounting Standard for Revenue Recognition" (ASBJ Statement No. 29, issued March 30, 2018, revised March 31, 2020) and the "Implementation Guidance on Accounting Standard for Revenue Recognition" (ASBJ Guidance No. 30, issued March 30, 2018, revised March 26, 2021). The cumulative effect of this change in accounting policy is reflected in the carrying amount of net assets at the beginning of fiscal 2022 (115th period).
 3. As of April 1, 2022, the Company has transitioned to a holding company system. As a result, revenue generated on and after the date of this transition is recorded as "Operating revenue."
- In fiscal 2021, the Company recorded a decrease in sales, which was mainly attributable to a decrease in sales from Avionics caused by the impact of COVID-19. Regarding earnings, ordinary income decreased because of a decline in earnings resulting from a decrease in sales. Net income also declined as gain on sales of shares in subsidiaries and affiliates and others were recognized in extraordinary income in the previous fiscal year.
 - Sales declined in fiscal 2022 (115th period) due to the effects of adopting the "Accounting Standard for Revenue Recognition." Regarding earnings, despite an increase in earnings due to a recovery from the effects of COVID-19 in the previous year, ordinary income declined owing to a decrease in dividend income. On the other hand, net income increased due to business restructuring expenses and other expenses that were recorded as extraordinary losses in the previous year.
 - In fiscal 2023 (116th period), there was a large decline in revenue as a result of the transfer of the Company's businesses to successor companies by an absorption-type company split, and the transition to a holding company system. In terms of income, both ordinary income and net income were down as a result of the transition to a holding company system.
 - In fiscal 2024 (the current fiscal year under review), ordinary income increased slightly. Although gain on sales of investment securities and other items were recorded as extraordinary income, net income decreased due to the recording of allowance for doubtful receivables from subsidiaries and affiliates and other items.

(8) Major Business Sites of the Panasonic Group

1) Major business sites of the Company

(as of March 31, 2024)

Name	Location in Japan
Corporate head office	Kadoma City, Osaka
Corporate branch office Government and External Relations Office	Minato-ku, Tokyo
Research and development division Technology Division	Kadoma City, Osaka

(Note) Locations listed above are those of the main sites.

2) Principal domestic subsidiaries

(as of March 31, 2024)

Name	Common stock (millions of yen)	Ratio of voting right (%)	Principal businesses (segments)	Location in Japan
Panasonic Corporation	500	100.0	Development, manufacture, and sale of home appliances, heating & ventilation A/C, refrigeration and distribution equipment, electrical equipment, devices, etc. (Lifestyle)	Kadoma City, Osaka
Panasonic Automotive Systems Co., Ltd.	500	100.0	Development, manufacture, and sale of automotive cockpit systems, automotive electronics systems, etc. (Automotive)	Yokohama-shi, Kanagawa
Panasonic Entertainment & Communication Co., Ltd.	500	100.0	Development, manufacture, and sale of AV equipment, digital camera devices, and communication devices (Other)	Moriguchi-shi, Osaka
Panasonic Housing Solutions Co., Ltd.	500	100.0	Manufacture, sale, design and development, and general product proposals for living-related housing equipment and construction materials (Other)	Kadoma City, Osaka
Panasonic Connect Co., Ltd.	500	100.0	Development, manufacture, and sale of devices and software for B2B customers, and provision of associated services (Connect)	Fukuoka-shi, Fukuoka
Panasonic Industry Co., Ltd.	500	100.0	Development, manufacture, and sale of electrical components, electronic components, control devices, electronic materials, etc. (Industry)	Kadoma City, Osaka
Panasonic Energy Co., Ltd.	500	100.0	Development, manufacture, and sale of primary batteries, cylindrical lithium-ion batteries for in-vehicle use, small-sized secondary batteries, etc. (Energy)	Moriguchi-shi, Osaka
Panasonic Operational Excellence Co., Ltd.	500	100.0	Provision of professional services including accounting, human resources, general affairs, logistics, information systems, advertising, and purchasing (Other)	Kadoma City, Osaka
Panasonic Marketing Japan Co., Ltd.	100	100.0*	Sale of various electric and electronic products (Lifestyle)	Osaka-shi, Osaka

(Note) Percentages with an asterisk (*) include indirect ownership.

3) Principal overseas subsidiaries

(as of March 31, 2024)

Name	Common stock (all currency in millions)	Ratio of voting right (%)	Principal businesses (segments)	Location in overseas
Panasonic Corporation of North America	US\$ 537.2	100.0*	Manufacture and sale of various electric and electronic products (Lifestyle, Automotive, Connect, Industry, Energy)	U.S.
Blue Yonder Holding, Inc.	US\$ 0.011	100.0*	Software development, sales and related services (Connect)	U.S.
Panasonic Avionics Corporation	US\$ 22.0	100.0*	Manufacture, sale and service of aircraft in-flight entertainment and communications systems (Connect)	U.S.
Husmann Corporation	US\$-	100.0*	Manufacture, sale and service of commercial-use refrigerated and freezer showcases (Lifestyle)	U.S.
Panasonic do Brasil Limitada	BRL\$ 1,378.7	100.0	Manufacture and sale of various electric and electronic products (Lifestyle, Energy)	Brazil
Panasonic Holding (Netherlands) B.V.	US\$ 0.2	100.0	Management of investment and financing at overseas subsidiaries (Corporate)	Netherlands
Ficosa International S.A.	EUR 31.7	69.0*	Manufacture and sale of automotive components such as interior rearview mirrors (Automotive)	Spain
Panasonic HVAC Czech s.r.o.	CZK 5,900.0	100.0*	Manufacture and sales of air to water heat pump system (Lifestyle)	Czech Republic
Panasonic Asia Pacific Pte. Ltd.	US\$ 1,478.2	100.0*	Manufacture and sale of various electric and electronic products (Lifestyle, Industry, Energy, Other)	Singapore
Panasonic Life Solutions India Pvt. Ltd.	INR 2,511.3	100.0*	Manufacture and sale of various electric and electronic products (Lifestyle)	India
Panasonic Taiwan Co., Ltd.	NT\$ 3,422.2	69.8	Manufacture and sale of various electric and electronic products (Lifestyle, Automotive)	Taiwan
Panasonic Corporation of China	RMB 12,838.2	100.0	Sale of various electric and electronic products (Lifestyle, Connect)	China
Panasonic Appliances (China) Co., Ltd.	JPY 14,099	100.0*	Development, manufacture, and sale of various electrical products, housing equipment and devices, etc. (Lifestyle)	China

(Notes) 1. Percentages with an asterisk (*) include indirect ownership.
2. Common stock of Husmann Corporation is zero.

(9) Employees

(as of March 31, 2024)

Segment	Number of employees
Lifestyle	88,738
Automotive	29,177
Connect	27,960
Industry	37,241
Energy	17,241
Reporting segment total	200,357
Other	26,642
Corporate	1,421
Total	228,420

- (Notes)
1. The number of employees refers solely to full-time employees of the Company on a consolidated basis.
 2. The number of employees has decreased by 4,971 from the end of the preceding fiscal period.
 3. Of the total above, the number of employees at the parent company was as follows:

Number of employees	Average age	Average length of service (years)
1,421	43.7	17.9

(10) Transfer of Businesses, etc.

There were no primary transfer of businesses, etc. in the Panasonic Group carried out during fiscal 2024.

2. Stock Information (as of March 31, 2024)

(1) Number of Shares Authorized to Be Issued:	4,950,000,000
(2) Number of Shares Issued:	2,454,261,297
(3) Number of Shareholders:	467,764
(4) Major Shareholders (Top 10):	

Name	Share ownership (in thousands of shares)	Shareholding ratio (%)
The Master Trust Bank of Japan, Ltd. (trust account)	356,385	15.26
Custody Bank of Japan, Ltd. (trust account)	185,386	7.94
STATE STREET BANK WEST CLIENT - TREATY 505234	56,545	2.42
NIPPON LIFE INSURANCE COMPANY	48,339	2.07
MOXLEY AND CO LLC	42,535	1.82
SUMITOMO LIFE INSURANCE COMPANY	37,465	1.60
Panasonic Group Employee Shareholding Association	32,137	1.37
JP MORGAN CHASE BANK 385781	30,907	1.32
GOVERNMENT OF NORWAY	30,488	1.30
Matsushita Real Estate Co., Ltd.	29,121	1.24

- (Notes)
- The figures in share ownership are rounded down to the nearest thousands of shares.
 - Shareholding ratio is calculated by deducting the Company's treasury stock (119,915,128 shares) and rounded down to two decimal places.
 - The English names of foreign shareholders above are based on the General Shareholders Notification notified by Japan Securities Depository Center, Inc.

(5) Status of shares delivered as compensation for the execution of duties by Directors of the Company

	Type and number of shares	Number of persons granted
Directors (excluding Outside Directors)	Common stock 141,700	6

- (Note) These shares are granted in accordance with the Company's Stock Compensation plan. Details of the plan are provided in "4. (5) Remuneration for Directors and Audit & Supervisory Board Members" on pages 43 to 46 of the Business Report.

3. Status of Stock Acquisition Rights, etc. (Items Disclosed on the Internet)

(1) Summary of stock acquisition rights issued by the Company

Name	Stock acquisition rights allotment date	Number of stock acquisition rights	Type and number of shares to be acquired upon exercise of stock acquisition rights	Amount to be paid (per stock acquisition right)	Exercise price (per share)	Period during which stock acquisition rights may be exercised
Stock acquisition rights issued in August of fiscal year 2015	August 22, 2014	2,088	Common stock 208,800 shares	¥105,400	¥1	From August 23, 2014 to August 22, 2044
Stock acquisition rights issued in August of fiscal year 2016	August 20, 2015	1,729	Common stock 172,900 shares	¥112,400	¥1	From August 21, 2015 to August 20, 2045
Stock acquisition rights issued in August of fiscal year 2017	August 23, 2016	5,800	Common stock 580,000 shares	¥71,300	¥1	From August 24, 2016 to August 23, 2046
Stock acquisition rights issued in August of fiscal year 2018	August 23, 2017	3,561	Common stock 356,100 shares	¥112,800	¥1	From August 24, 2017 to August 23, 2047
Stock acquisition rights issued in July of fiscal year 2019	July 18, 2018	3,473	Common stock 347,300 shares	¥106,400	¥1	From July 19, 2018 to July 18, 2048
Stock acquisition rights issued in July of fiscal year 2021	July 13, 2020	58	Common stock 5,800 shares	¥63,300	¥1	From July 14, 2020 to July 13, 2050

(2) Status of stock acquisition rights delivered as compensation for the execution of duties by Directors as of March 31, 2024

Name	Number of stock acquisition rights	Type and number of shares to be acquired upon exercise of stock acquisition rights	Directors (excluding Outside Directors)	
			Number of holders	Number of stock acquisition rights held
Stock acquisition rights issued in August of fiscal year 2015	436	Common stock 43,600 shares	5 Directors	436
Stock acquisition rights issued in August of fiscal year 2016	380	Common stock 38,000 shares	5 Directors	380
Stock acquisition rights issued in August of fiscal year 2017	601	Common stock 60,100 shares	2 Directors	601
Stock acquisition rights issued in August of fiscal year 2018	534	Common stock 53,400 shares	4 Directors	534
Stock acquisition rights issued in July of fiscal year 2019	580	Common stock 58,000 shares	4 Directors	580

- (Notes) 1. No allotment was made to Outside Directors and Audit & Supervisory Board Members for this issuance of stock acquisition rights.
2. The above numbers include stock acquisition rights granted prior to appointment as Director.

4. The Company's Directors and Audit & Supervisory Board Members, etc.

(1) Directors and Audit & Supervisory Board Members, etc.

(as of March 31, 2024)

Title	Name	Major responsibility	
Chairperson of the Board	Kazuhiro Tsuga	Group Chief Executive Officer (Group CEO)	
Representative Director, President	Yuki Kusumi		
Representative Director, Executive Vice President	Tetsuro Homma		
	Mototsugu Sato		
	Hirokazu Umeda		
Director, Executive Vice President	Yoshiyuki Miyabe		
Director, Executive Officer	Ayako Shotoku		
Directors	Shinobu Matsui		
	Keita Nishiyama		
	Kunio Noji		
	Michitaka Sawada	Group Regional Head for China & Northeast Asia; President, Panasonic Operational Excellence China and Northeast Asia, Panasonic Operational Excellence Co., Ltd.; Chairperson, Panasonic Corporation of China	
	Kazuhiko Toyama		
	Yoshinobu Tsutsui		
Senior Audit & Supervisory Board Member	Eiji Fujii		
	Hidetoshi Baba		
Audit & Supervisory Board Member	Akihiro Eto		
	Akihiko Nakamura		
	Setsuko Yufu		
			Group Chief Risk Management Officer (Group CRO); In charge of Procurement and Logistics; Occupational Safety and Health Director; Representative Director, President and Chief Executive Officer (CEO), Panasonic Operational Excellence Co., Ltd.; In charge of DEI Promotion and General Affairs
		Group Chief Financial Officer (Group CFO); In charge of Group MUDA Busters Project and Facility Management; CEO, Panasonic Holding (Netherlands) B.V.; President, Panasonic Equity Management Japan G.K.; In charge of Prime Life Technologies Corporation	
			In charge of Government and External Relations; In charge of Solution Partners; Representative in Tokyo
		Group General Counsel (Group GC)	

- (Notes)
- Shinobu Matsui, Keita Nishiyama, Kunio Noji, Michitaka Sawada, Kazuhiko Toyama, and Yoshinobu Tsutsui are Outside Directors as stipulated in Article 2, Item 15 of the Companies Act. The Company sent notification of the statuses of these Directors as Independent Directors to the stock exchanges of Japan on which the Company's shares are listed.
 - Akihiro Eto, Akihiko Nakamura, and Setsuko Yufu are Outside Audit & Supervisory Board Members as stipulated in Article 2, Item 16 of the Companies Act. The Company sent notification of the statuses of these Audit & Supervisory Board Members as Independent Audit & Supervisory Board Members to the stock exchanges of Japan on which the Company's shares are publicly listed.
 - Hidetoshi Baba, Senior Audit & Supervisory Board Member, comes from the Company's accounting division, and has a considerable knowledge of finance and accounting. Akihiko Nakamura, Audit & Supervisory Board Member, has a considerable knowledge of finance and accounting as a certified public accountant.
 - Changes in Directors and Audit & Supervisory Board Members during fiscal 2024 were as follows.
 - Appointments

At the 116th Ordinary General Meeting of Shareholders held on June 26, 2023, Keita Nishiyama was newly elected as a Director and Hidetoshi Baba was newly elected as an Audit & Supervisory Board Member, and each assumed office.
 - Retirement

At the conclusion of the 116th Ordinary General Meeting of Shareholders held on June 26, 2023, Toshihide Tominaga retired as an Audit & Supervisory Board Member upon the expiration of his term.
 - On June 29, 2017, the Company added the positions such as CEO and CFO listed under the "Major responsibility" column with respect to Directors and Executive Officers in this section of the report (4. The Company's Directors and Audit & Supervisory Board Members, etc.), in order to more clearly indicate the basic functions and roles that are essential with respect to executing the business of the Company.

6. Important concurrently held positions of Directors and Audit & Supervisory Board Members are as follows:

Title	Name	Name of corporation or organization	Details
Directors	Kazuhiro Tsuga	KEIDANREN (Japan Business Federation)	Vice Chair
	Mototsugu Sato	HOYA CORPORATION	Independent Director
	Yoshiyuki Miyabe	West Japan Railway Company Kansai Association of Corporate Executives	Outside Director Co-Chairperson (Representative Director)
Outside Directors	Shinobu Matsui	Uzabase, Inc. UniFa Inc.	Executive Officer Outside Director
	Keita Nishiyama	Daicel Corporation Institute for Future Initiatives, The University of Tokyo Nishiyama Research Institute, Inc.	Outside Director Visiting Professor Representative Director
	Kunio Noji	Komatsu Ltd.	Senior Adviser
	Michitaka Sawada	Kao Corporation	Senior Adviser
		Nitto Denko Corporation Komatsu Ltd.	Outside Director Outside Director
	Kazuhiko Toyama	Industrial Growth Platform, Inc. Japan Platform of Industrial Transformation, Inc.	Chairperson Representative Director, President
		KURODA PRECISION INDUSTRIES LTD. Mercari, Inc.	Outside Director Outside Director
	Yoshinobu Tsutsui	NIPPON LIFE INSURANCE COMPANY	Chairperson
		Imperial Hotel, Ltd	Outside Director
		Sumitomo Mitsui Financial Group, Inc.	Outside Director
West Japan Railway Company		Outside Director	
KEIDANREN (Japan Business Federation)		Vice Chair	
Outside Audit & Supervisory Board Members	Akihiro Eto	Daimler Truck Holding AG	Member of the Supervisory Board and its Audit Committee
		Daimler Truck AG	Member of the Supervisory Board and its Audit Committee
	Akihiko Nakamura	Akihiko Nakamura CPA Office	President
Setsuko Yufu	Atsumi & Sakai	Senior Partner	

- NIPPON LIFE INSURANCE COMPANY is a major shareholder (top 10) of the Company, but has a shareholding ratio of 3% or lower.
- There are no transactions exceeding 1% of consolidated net sales of either party between the Company and the other organizations where concurrent positions are held by Outside Directors and Outside Audit & Supervisory Board Members.
- There are no noteworthy relationships between the Company and corporations and organizations except the relationships mentioned above.

7. Directors, Audit & Supervisory Board Members, and Executive Officers as of April 1, 2024 are as follows:

(1) Directors and Audit & Supervisory Board Members

(Listed in order of positions and alphabetical order of names.)

Title	Name	Major responsibility
Chairperson of the Board	Kazuhiro Tsuga	
Representative Director, President	Yuki Kusumi	Group Chief Executive Officer (Group CEO); Group Chief Human Resources Officer (Group CHRO)
Representative Director, Executive Vice President	Tetsuro Homma	Group Regional Head for China & Northeast Asia; President, Panasonic Operational Excellence China and Northeast Asia, Panasonic Operational Excellence Co., Ltd.; Chairperson, Panasonic Corporation of China
	Mototsugu Sato	Group Chief Risk Management Officer (Group CRO); In charge of Procurement and Logistics; In charge of General Affairs, Social Relations; Occupational Safety and Health Director; Representative Director, President and Chief Executive Officer (CEO), Panasonic Operational Excellence Co., Ltd.; In charge of DEI Promotion; In charge of General Affairs
	Hirokazu Umeda	Group Chief Financial Officer (Group CFO); In charge of Group MUDA Busters Project and Facility Management; CEO, Panasonic Holding (Netherlands) B.V.; President, Panasonic Equity Management Japan G.K.; In charge of Prime Life Technologies Corporation
Director, Executive Vice President	Yoshiyuki Miyabe	In charge of Government and External Relations; In charge of Solution Partners; Representative in Tokyo
Director, Executive Officer	Ayako Shotoku	Group General Counsel (Group GC); In charge of Construction Safety and Regulations Administration
Directors	Shinobu Matsui	
	Keita Nishiyama	
	Kunio Noji	
	Michitaka Sawada	
	Kazuhiko Toyama	
	Yoshinobu Tsutsui	
Senior Audit & Supervisory Board Member	Eiji Fujii	
	Hidetoshi Baba	
Audit & Supervisory Board Member	Akihiro Eto	
	Akihiko Nakamura	
	Setsuko Yufu	

(2) Executive Officers who are not concurrently serving as Directors

Title	Name	Major responsibility
Executive Officer	Yoko Matsuoka	Director, PanasonicWELL Division
	Masashi Nagayasu	In charge of Prime Planet Energy & Solutions, Inc.; Representative Director, President and Chief Executive Officer (CEO), Panasonic Automotive Systems Co., Ltd.; In charge of DEI Promotion
	Tatsuo Ogawa	Group Chief Technology Officer (Group CTO); In charge of Pharmaceutical Affairs
	Kazuyo Sumida	Group Chief Strategy Officer (Group CSO); General Manager, Corporate Planning Group
	Hajime Tamaoki	Group Chief Information Officer (Group CIO); In charge of Cyber Security; President, Panasonic Information Systems Co., Ltd.
	Shigeo Usui	In charge of Design; Executive Officer, Panasonic Corporation; Chief Customer Experience Officer (CCXO); In charge of Design, Brand and Communications

(2) Summary of contracts for limitation of liability

The Company has entered into contracts for limitation of liability with all Directors (excluding Executive Directors and equivalents) and Audit & Supervisory Board Members, respectively, which limit the amount of each Director's and Audit & Supervisory Board Member's respective liability, as defined under Article 423, Paragraph 1 of the Companies Act to the minimum amount stipulated in Article 425, Paragraph 1 of the Companies Act, presuming they perform their respective duties in good faith and without gross negligence.

(3) Indemnity agreements

The Company has entered into indemnity agreements, as defined under Article 430, Paragraph 2, Item 1 of the Companies Act, with the 13 Directors, Kazuhiro Tsuga, Yuki Kusumi, Tetsuro Homma, Mototsugu Sato, Hirokazu Umeda, Yoshiyuki Miyabe, Ayako Shotoku, Shinobu Matsui, Keita Nishiyama, Kunio Noji, Michitaka Sawada, Kazuhiko Toyama, and Yoshinobu Tsutsui, as well as the five Audit & Supervisory Board Members, Eiji Fujii, Hidetoshi Baba, Akihiro Eto, Akihiko Nakamura, and Setsuko Yufu, and the Company agrees to indemnify costs and losses, as provided for by Item 1 and item 2, respectively, of said Paragraph, within the ranges prescribed by laws and regulations.

Under these agreements, to ensure that appropriate execution of the duties by the Company officers will not be impaired, certain inappropriate cases are excluded from compensation, and upon receiving a request for compensation from the Company officers, the Board of Directors will determine whether or not the case corresponds to these exclusions when carrying out compensation. Also, if it is found that the compensation was inappropriate after it has been carried out, the agreement allows the Company to demand the return of all or part of the compensation money from the Company officers concerned.

(4) Matters related to the directors' and officers' liability insurance policy

The Company has entered into a directors' and officers' liability insurance policy with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. This policy covers directors, auditors, and executive officers of the Company and its subsidiaries^(Note). The full amount of the insurance premiums is borne by the Company and its subsidiaries.

This insurance policy covers compensation for damages, legal fees, and related expenses that would be borne by the insured parties in the event that a claim for damages is made against the insured parties arising from acts conducted in relation to their official duties.

However, measures are taken to prevent adverse effects on the correct execution of duties by excluding coverage for damages arising from acts which were committed by the insured parties with the knowledge that the acts were illegal.

(Note) Panasonic Corporation, Panasonic Automotive Systems Co., Ltd., Panasonic Entertainment & Communication Co., Ltd., Panasonic Housing Solutions Co., Ltd., Panasonic Connect Co., Ltd., Panasonic Industry Co., Ltd., Panasonic Energy Co., Ltd., Panasonic Operational Excellence Co., Ltd., Panasonic Information Systems Co., Ltd.

(5) Remuneration for Directors and Audit & Supervisory Board Members

1. Remuneration Policy, etc.

1) Remuneration system and an overview thereof

Remuneration for Directors and Audit & Supervisory Board Members of the Company is determined within the framework of the maximum total amounts of remuneration for Directors and Audit & Supervisory Board Members which has been determined respectively by resolution of a general meeting of shareholders.

The remuneration system for Directors (excluding Outside Directors) comprises the base salary, which is a fixed remuneration, incentive pay reflecting short-term and medium-term performance, and restricted stock compensation, which is a long-term incentive. However, the Chairperson of the Board receives only base salary and restricted stock compensation in consideration for his/her role as Chairperson of the Board who is not involved in execution of business. In view of their supervisory roles, the remuneration system for Outside Directors and Audit & Supervisory Board Members comprises only base salary.

An overview of the remuneration system is as shown below.

Remuneration element		Overview	Component ratio ^(Note 1) (taking base salary as 1)
Base salary (monetary remuneration)		- The amounts of this fixed remuneration is determined based on the official roles, also taking into account the management environment and the remuneration trends of other companies, and it is paid monthly.	1
Incentive pay (monetary remuneration)	Short-term incentive	- This is an incentive to achieve the intended approach to a new medium- and long-term strategy for the Panasonic Group following the transition to an operating company system (revised based on fiscal 2023 evaluations). - A target annual amount is set as a percentage of base salary, and the amount to be paid is determined to reflect an evaluation of financial and non-financial items. - The short term incentive is paid monthly, and the evaluation of target achievements and other elements from the evaluated fiscal year is applied to the following fiscal year.	0.55
	Mid-long term incentive	- For the mid-long term incentive, the amount of the payment is determined based on an evaluation of target achievements and other elements from the three fiscal years (fiscal 2023 - 2025) which correspond to the current medium-term plan. The amount for three years (0.6 as the target amount when the base salary is taken as 1) is paid once every three years.	0.2
Restricted stock compensation (non-monetary remuneration)		- Remuneration in the form of shares with transfer restrictions are lifted immediately after termination of service as a Director of the Company etc. (revised effective fiscal 2024). - Paid as an incentive to enhance corporate value in a sustainable way and further promote value sharing with shareholders through continuous shareholding until termination of service. - A component ratio is set according to the recipient's role, and the compensation is provided each year within a fixed time period following the conclusion of the Ordinary General Meeting of Shareholders.	0.25 ^(Note 2)

(Notes) 1. This is a percentage based on the target annual amount.

2. This is the percentage based on the average amount paid to Directors (excluding Outside Directors). It is 0.75 in the case of the Representative Director, President.

2) System etc. for the performance basis

a) Incentive pay

The target annual amount for incentive pay (total of short-term and medium-term) utilizes a ratio of 0.75 when the base salary is taken as 1. The actual amount paid varies according to an evaluation of financial and non-financial items within the range of minimum zero to maximum 1.75 (minimum zero to maximum 1.9 for the Representative Director, President). The system pays the target annual amount when the targets are achieved. Targets are generally set in the current medium-term plan.

The evaluation indexes and items used for incentive pay are evaluation indexes and items that are considered important in the current medium-term plan. For non-financial items, specific indexes are set for each individual Director.

For evaluation of non-financial items (both short-term incentive and mid-long term incentive), Directors other than the Representative Director, President shall meet with the Representative Director, President, and targets shall be set following the meeting and subsequently evaluated. Specifically, detailed indexes and targets for them shall be set following the meeting held at the start of the fiscal year subject to evaluation. Progress toward targets will be checked at meetings during this period, and the evaluation will be decided at a meeting following the end of the fiscal year subject to evaluation. For the Representative Director, President, based on the position of bearing ultimate responsibility for overall business management of the Panasonic Group, the evaluation shall be linked with the representative indexes and the targets for them which are used for Directors other than the Representative Director, President, Executive Officers who are not concurrently serving as Directors, and Presidents of primary operating companies in the Panasonic Group.

In order to ensure evaluation objectivity and transparency, an overview of the specific indexes and their evaluations shall be reported to the Nomination and Compensation Advisory Committee.

Evaluation item	Short-term incentive		Mid-long term incentive	
	Evaluation indexes and items	Weight (Note 1)	Evaluation indexes and items	Weight (Note 1)
Financial (Consolidated business results)	<ul style="list-style-type: none"> - EBITDA (Note 2) - ROE (Note 3) - Operating cash flow 	50%	<ul style="list-style-type: none"> - ROE (Note 3) - Operating cash flow 	50%
Non-financial (Note 4)	<ul style="list-style-type: none"> - Elimination of serious accidents, ensuring compliance - Environmental contributions - Human resources strategy - Operation KPI related to strengthening competitiveness 	50%	<ul style="list-style-type: none"> - Environmental contributions - Efforts to improve the Group management level 	50%
	Total	100%	Total	100%

(Notes) 1. The weight for the Representative Director, President is 60% financial, 40% non-financial for the short-term incentive, and is 80% financial, 20% non-financial for the mid-long term incentive.

2. This is the total of operating profit, depreciation (tangible and right-of-use assets), and amortization (intangibles).

3. ROE: Return on Equity attributable to Panasonic Holdings Corporation stockholders

4. This is set according to important initiative items determined according to the roles and official duties. (The following are examples of specific indexes.)

- Elimination of serious accidents, ensuring compliance: Numbers of serious accidents occurring, numbers of major compliance problems occurring
- Environmental contributions: CO₂ reduction in the Company's value chain
- Human resources strategy: Results from employee attitude surveys, rate of female hires (promotion of Diversity, Equity & Inclusion)
- Operation KPI related to strengthening competitiveness: Strengthening of procurement and logistics functions, DX for operating processes, improvement in numbers of patents
- Efforts to improve the Group management level: Complete communication and implementation of Basic Business Philosophy, implementation of design thinking management, improvement of brand recognition

b) Restricted stock compensation

Restricted stock compensation of the Company is of a type where the restriction on transfer is canceled immediately after retirement, etc., subject to the condition that the individual remained in a position at the Company continuously since the time when the stock was allocated. The system is intended to further promote value sharing with shareholders through continuous ownership of stock. For provision in this fiscal year, please refer to "Stock Information" (page 36).

c) Remuneration determination process

The optional Nomination and Compensation Advisory Committee, majority-staffed and chaired by independent Outside Directors, deliberates on the appropriateness of the Company's policy and system for determining remuneration of Directors and reports the results to the Board of Directors. The Board of Directors makes a resolution on the policy for determining the remuneration based on the report.

As to the annual amounts of base salary and incentive pay to be paid and the annual number of shares to be allocated to each recipient as restricted stock compensation, the Nomination and Compensation Advisory Committee examines whether these amounts and number are appropriate in light of the policy for determining the remuneration, and reports the results to the Board of Directors. The Board of Directors has left the decision-making on the remuneration solely to the Representative Director, President of the Company, who objectively comprehends and supervises overall business execution of the Panasonic Group. As the Representative Director, President of the Company makes decisions as to base salary, incentive pay, and restricted stock compensation to each recipient

in accordance with the results of deliberation at the Nomination and Compensation Advisory Committee, the Board of Directors believes this decision is in line with the policy for determining remuneration. Five members of the Nomination and Compensation Advisory Committee, Outside Director Michitaka Sawada (Chair), Outside Director Kazuhiko Toyama, Outside Director Yoshinobu Tsutsui, Director and Chairperson of the Board Kazuhiro Tsuga, and Representative Director, President Yuki Kusumi, held a meeting to discuss the remuneration for the current fiscal year. As a result, Representative Director, President Yuki Kusumi determined the details of the remuneration based on the results of the discussion.

(Note) For Executive Officers who are not also serving as Directors of the Company as well, in general the same system as the remuneration system for the Company's Directors (excluding Outside Directors) is applied. For presidents of primary operating companies of the Company, a remuneration system equivalent to the remuneration system for the Company's Directors (excluding Outside Directors) is applied in light of their role in improving the corporate value of the Panasonic Group. All remuneration systems are deliberated by the Nomination and Compensation Advisory Committee, a voluntary body.

2. Amounts of Remuneration for Directors and Audit & Supervisory Board Members

1) Total amount of remuneration etc. for each Executive Officer title in this fiscal year (millions of yen)

Title	Total amount, etc. of remuneration, etc. (Incentive pay and restricted stock compensation are the amount of the expense recorded for the fiscal 2024.)					
	Number of persons	Total amount paid	(Contents)			
			Base salary	Incentive pay (short term)	Incentive pay (medium term)	Restricted stock compensation
Directors (of which, Outside Directors)	13 (6)	1,185 (107)	668 (107)	215 (-)	87 (-)	215 (-)
Audit & Supervisory Board Members (of which, Outside Audit & Supervisory Board Members)	6 (3)	141 (51)	141 (51)	- (-)	- (-)	- (-)

- (Notes) 1. One Audit & Supervisory Board Member who retired at the conclusion of the 116th Ordinary General Meeting of Shareholders held on June 26, 2023 is included in the above figures for the total amount, etc. of remuneration, etc.
2. Amounts less than one million yen have been rounded to the nearest million yen.

2) Targets and results for KPI used for incentive pay (billions of yen)

Amounts applying results from fiscal 2023			Amounts applying results from fiscal 2024		
KPI (Consolidated business results)	Target for fiscal 2023 (figure initially announced by the Company)	Results for fiscal 2023	KPI (Consolidated business results)	Target for fiscal 2024 (figure initially announced by the Company)	Results for fiscal 2024
EBITDA	790.0	718.4	EBITDA	880.0	805.9
ROE	8.0%	7.8%	ROE	9.0%	10.9%

- (Note) For the amount of incentive pay (short term) applying the fiscal 2024 results, in addition to the above, the amount will be decided based on the results from an evaluation of non-financial items, following discussion and reporting at the Nomination and Compensation Advisory Committee, a voluntary body and the Board of Directors' meeting immediately following the Ordinary General Meeting of Shareholders, and will be paid starting from July 2024.

3) Resolutions of the General Meeting of Shareholders

The limit amounts etc. for remuneration paid to Directors and Audit & Supervisory Board Members are as shown below.

Classification	Type of compensation	Date of resolution	Applicable to	Remuneration limit amount etc.	Number of persons at time of resolution
Directors	Monetary remuneration	June 27, 2007 (100th Ordinary General Meeting of Shareholders)	Directors	¥1,500 million	19
		June 24, 2021 (114th Ordinary General Meeting of Shareholders)	Outside Directors	Of above amount, ¥150 million	6
	Non-monetary compensation (restricted stock compensation)	June 27, 2019 (112th Ordinary General Meeting of Shareholders)	Directors (excluding Outside Directors)	¥500 million (1 million shares)	7
Audit & Supervisory Board Members	Monetary remuneration	June 26, 2023 (116th Ordinary General Meeting of Shareholders)	Audit & Supervisory Board Members	¥170 million	5

- (Note) At the 116th Ordinary General Meeting of Shareholders on June 26, 2023, the contents of the restricted stock compensation system were partially revised, and the transfer restriction period was changed from "the period decided in advance by the Board of Directors lasting between three and 30 years from the date of stock allocation" to "the period from the date of stock allocation until immediately following the retirement or departure of the person from the position of Director, Executive Officer who is not concurrently serving as a Director, Fellow, Director or Executive Officer of a subsidiary of the Company, or other position designated in advance by the Board of Directors of the Company." The number of subject Directors at the time of this resolution is seven.

(6) Outside Directors and Audit & Supervisory Board Members
Major activities during fiscal 2024

Title	Name	Number of attendance	Major activities and overview of duties in roles that are expected to be fulfilled by Outside Directors
Outside Directors	Shinobu Matsui	Board of Directors' meeting: 12/12 (100%)	She has an extensive career in accounting and management and deep insight into improving corporate culture and promoting diversity, and actively made remarks at the Board of Directors' meetings, thus having fulfilled her duties appropriately.
	Keita Nishiyama	Board of Directors' meeting: 10/10 (100%)	He has extensive experience and deep insight into industrial structures and IT digital technologies gained through his long involvement with digital policy and related matters at the Ministry of Economy, Trade and Industry. He actively made remarks at the Board of Directors' meetings, thus having fulfilled his duties appropriately.
	Kunio Noji	Board of Directors' meeting: 12/12 (100%)	He has extensive experience and deep insight as a corporate manager of a construction machinery manufacturer. The Company expected him to supervise and advise on its business execution from his professional viewpoint, and he actively made remarks at the Board of Directors' meetings, thus having fulfilled his duties appropriately.
	Michitaka Sawada	Board of Directors' meeting: 12/12 (100%)	He has extensive experience and deep insight as a corporate manager of a diversified chemicals manufacturer. The Company expected him to supervise and advise on its business execution from his professional viewpoint, and he actively made remarks at the Board of Directors' meetings, thus having fulfilled his duties appropriately. In addition, he was a chairperson of the Nomination and Compensation Advisory Committee.
	Kazuhiko Toyama	Board of Directors' meeting: 12/12 (100%)	He has extensive experience and deep insight as a management consultant. The Company expected him to supervise and advise on its business execution from his professional viewpoint, and he actively made remarks at the Board of Directors' meetings, thus having fulfilled his duties appropriately. In addition, he was a member of the Nomination and Compensation Advisory Committee.
	Yoshinobu Tsutsui	Board of Directors' meeting: 11/12 (92%)	He has extensive management experience and deep insight as a corporate manager in the life insurance business. The Company expected him to supervise and advise on business execution from his professional viewpoint and he actively made remarks at the Board of Directors' meetings, thus having fulfilled his duties appropriately. In addition, he was a member of the Nomination and Compensation Advisory Committee.
Outside Audit & Supervisory Board Members	Akihiro Eto	Board of Directors' meeting: 12/12 (100%) Audit & Supervisory Committee meeting: 13/13 (100%)	He has extensive experience and deep insight as a business manager, based on which he actively made remarks at the Board of Directors' meetings and Audit & Supervisory Committee meetings, thus having fulfilled his duties appropriately.
	Akihiko Nakamura	Board of Directors' meeting: 12/12 (100%) Audit & Supervisory Committee meeting: 13/13 (100%)	He has extensive experience and deep insight as a certified public accountant, based on which he actively made remarks at the Board of Directors' meetings and Audit & Supervisory Committee meetings, thus having fulfilled his duties appropriately.
	Setsuko Yufu	Board of Directors' meeting: 12/12 (100%) Audit & Supervisory Committee meeting: 13/13 (100%)	She has extensive experience and deep insight as a lawyer, based on which she actively made remarks at the Board of Directors' meetings and Audit & Supervisory Committee meetings, thus having fulfilled her duties appropriately.

(Note) For Director Keita Nishiyama, the numbers of attendance represent those after he assumed his post on June 26, 2023.

5. Accounting Auditors

- (1) Name of Accounting Auditors
KPMG AZSA LLC

- (2) Remuneration, etc. Paid to Accounting Auditors for Fiscal 2024

Classification	Details	Amount (millions of yen)
(1)	Amount of remuneration, etc.	468
(2)	Total amount of cash and other property benefits to be paid by the Company and its subsidiaries	1,439

- (Notes)
1. The audit contract between the Company and its accounting auditors does not distinguish between remuneration for audits based on the Companies Act and remuneration for audits based on the Financial Instruments and Exchange Act. For this reason, the amount of (1) in the above table is presented in aggregate amounts.
 2. The Company and some of its consolidated subsidiaries paid compensation to accounting auditors for advisory services related to sustainability reporting that are not covered by Article 2, Paragraph 1 of the Certified Public Accountants Act of Japan.
 3. The financial statements and supplementary data of some of consolidated subsidiaries and others are audited by accounting auditors other than KPMG AZSA LLC.

- (3) Grounds for Approval of Accounting Auditors' Remuneration, etc. by Audit & Supervisory Board

The Company's Audit & Supervisory Board reviewed matters including the content of the accounting auditors' audit plan, progress made in performing audits, and the basis on which remuneration estimates are calculated. After deliberating on these matters, the Audit & Supervisory Board granted the consent required pursuant to Article 399, Paragraph 1 of the Companies Act for the compensation, etc. paid to the accounting auditors.

- (4) Policy regarding Decision to Dismiss or not Reappoint Accounting Auditor

In the event that dismissal of the accounting auditor is valid pursuant to any of the provisions of Article 340, Paragraph 1 of the Companies Act, the Audit & Supervisory Board may dismiss the accounting auditor with the approval of all Audit & Supervisory Board Members.

In addition, in the event that appropriate audit by the accounting auditor is not expected for any reason, the Audit & Supervisory Board shall determine the content of a proposal calling for dismissal or non-reappointment of the accounting auditor, for submission to a general meeting of shareholders.

6. Systems and Policies of the Company

(1) Corporate Governance of the Company

1) Basic policy

The Company believes it is important to increase corporate value by fulfilling accountability through dialogue with various stakeholders such as shareholders and customers, making effort to execute transparent business activities, and swiftly conducting business activities with fairness and honesty based on its basic philosophy of “a company is a public entity of society.”

For this reason, we recognize that corporate governance is an important foundation of management. The fundamental structure is an audit and supervisory system consisting of the Board of Directors that decides the execution of strategies and important matters related to the overall Group and supervises the execution of Director duties, and the Audit & Supervisory Board Members and Audit & Supervisory Board which supervises the execution of Director duties. The entire Panasonic Group endeavors to establish and strengthen this structure as an effective system.

2) Corporate governance structure

i) Board of Directors

The Board of Directors entrusts authority to the operating companies, and achieves a fast-moving decision-making process centered on the operating companies. It also decides the Group's medium- and long-term strategies and important Group matters, and concentrates on Group direction through Group governance and risk management, in order to make important decisions for the Group and conduct sound and suitable monitoring.

The term of each Director is limited to one (1) year and all Directors are reelected at an annual general meeting of shareholders. The structure of the Board of Directors makes it possible to appropriately apply the decisions of shareholders to management. The Board of Directors is composed of thirteen (13) Directors (of which two (2) are women). With consideration for the skills required by the Company's Board of Directors, it seeks to ensure diversity of the knowledge, experience, and qualifications of the Board of Directors as a whole. Based on a policy of ensuring that one-third or more of Board of Directors Members are Outside Directors who can be expected to provide valuable opinions for decisions related to operations and supervision of Director duties based on their extensive careers outside the Company and high levels of knowledge, as of March 31, 2024, six (6) Outside Directors have been appointed.

Chairperson of the Board who is not involved in execution of business takes on the position of a chairperson.

At Board of Directors' meetings in fiscal 2024, focused discussion was held concerning the following matters. Much time was allocated to discussing business strategies and functional strategies, and the Board exercised its supervisory functions.

<Matters resolved>

- Group mid- to long-term strategy
- Investment in a new automotive battery plant in the U.S. state of Kansas Partnership between Panasonic Automotive Systems Co., Ltd. and Apollo Global Management, Inc.

<Matters reported>

- Studies of target conditions for the group and areas of contribution, as well as business portfolio management for achieving them
- Status for study of Group CEO succession plan
- Group financial strategy
- Human resources strategy
- Measures for risk management
- Measures for Group compliance
- PX (Panasonic Transformation) (Note)
- Technology strategy, intellectual property strategy
- Cyber security measures
- Initiatives for and issues with disclosure of non-financial information (sustainability)
- Significance of ownership of cross-shareholdings

In addition to the above, reports of duty execution were received from Directors concurrently serving as Executive Officers, and reports of operating company strategies were received from the Presidents of operating companies.

(Note) PX (Panasonic Transformation): This is an initiative spanning the Panasonic Group, centering on DX (Digital Transformation). It is carried out as an important strategy for strengthening the business foundation, and is not limited to IT system improvements. For details, please see the Company's PX webpage.

ii) Audit & Supervisory Board Members and Audit & Supervisory Board

In order to contribute to the sound and sustainable growth and improvement in mid- to long-term corporate value of the Group, the Audit & Supervisory Board is responsible for a part of corporate governance as an independent agency contracted by the shareholders in order to establish a high-quality corporate

governance system and ensure sound management and trust from society. As of March 31, 2024, the Audit & Supervisory Board is composed of five (5) members (of which one (1) is a woman). Two (2) of these members are Senior Audit & Supervisory Board Members (full-time) who were selected from executive directors or equivalent positions and who are highly familiar with company operations, and are capable of visiting actual worksites and exercising investigative authority to understand the actual conditions of operations. Of these, one (1) has considerable knowledge related to financial and accounting matters. Three (3) Outside Audit & Supervisory Board Members have been appointed, consisting of a business manager, lawyer, and certified public accountant who are capable of effectively supervising the execution of Director duties based on their advanced expertise, extensive careers, and high levels of knowledge.

iii) Nomination and Compensation Advisory Committee

The Company has established a voluntary Nomination and Compensation Advisory Committee. Upon receiving inquiries from the Board of Directors, the Committee deliberates on the results of internal reviews regarding the nomination of candidates for Director, Audit & Supervisory Board Member, Executive Officer, President of the operating companies, and Outside Director of the operating companies, and also on the appropriateness of the remuneration system for Directors, Executive Officers, Presidents of the operating companies, and Outside Directors of the operating companies, and of the amount and content of remuneration for each individual. In addition, the Committee discusses the succession plan for the Group CEO, Executive Officers, and Presidents of the operating companies, and conducts monitoring of successor candidates. The Committee members can suggest when the Group CEO should be replaced.

This Committee met five times in fiscal 2024, discussing or confirming the following primary matters.

- Succession plans for the Group CEO
- Successor candidates for the Group CEO, Executive Officers, and Presidents of operating companies
- Results from internal consideration of Director and other candidates
- Standard guidelines for dismissal or declining to reappoint a Director, Executive Officer, or President of an operating company
- Remuneration system, etc. for Directors, Executive Officers, Presidents of operating companies, and Outside Directors of operating companies

The contents of discussions by this Committee regarding the Group CEO succession plan, and the standards for dismissal or declining to reappoint a Director, Executive Officer, or President of an operating company, are reported to the Board of Directors.

As of March 31, 2024, the Committee is composed of five (5) members, Outside Director Michitaka Sawada (chairperson, attendance rate 100%), Outside Director Kazuhiko Toyama (attendance rate 80%), Outside Director Yoshinobu Tsutsui (attendance rate 100%), Chairperson of the Board Kazuhiro Tsuga (attendance rate 100%), and Representative Director, President Yuki Kusumi (attendance rate 100%). The Company has enhanced the objectivity and transparency of the Committee, by ensuring that it is chaired by an Outside Director and that Outside Directors constitute a majority of its membership.

3) Conducting and utilizing the evaluation of the Board of Directors effectiveness

The Company conducts an annual survey to evaluate the effectiveness of the Board of Directors to all the Board members who attend the Board of Directors meetings. The results are reported at the Board of Directors meetings as one of the agenda items, and issues and improvement measures raised by the members of the Board of Directors are discussed. Based on the results of these discussions, the Company continuously builds up a PDCA cycle by considering and implementing measures to improve the structure and operation of the Board of Directors, leading to improvement of the effectiveness of the Board of Directors and strengthening of governance.

Following the conclusion of a Board of Directors' meeting, a review of the Board of Directors' meeting is carried out as needed centering on the Outside Directors and Outside Audit & Supervisory Board Members, and efforts are made to improve the operation of Board of Directors' meetings.

i) Important fiscal 2024 measures based on the effectiveness evaluation in the previous fiscal year

The following are the primary measures that were carried out in fiscal 2024.

- Ensuring sufficient time and expand discussion of Group medium- to long-term strategies and business portfolios
- For agenda item of operating company medium- to long-term strategies and important matters, clearly identifying the division of roles between the Company's Board of Directors as the holding company and the Company's execution side and operating company Board of Directors, and narrowing down the list of resolutions which should be supervised and monitored by the Company's Board of Directors
- Enhancing sharing of the activity contents and policies between the Board of Directors and the Nomination and Compensation Advisory Committee to strengthen supervision of nomination and remuneration jointly by the Board of Directors and the Committee and ensure its transparency

ii) Fiscal 2024 evaluation of the Board of Directors effectiveness

In fiscal 2024, an evaluation of the Board of Directors effectiveness was carried out on the following schedule by means of a questionnaire survey and discussion at the Board of Directors' meetings. Advice is received from an outside agency approximately once every three years. However, during fiscal 2024, the series of

processes comprising the establishment of survey questions, tabulation of results, setting of discussions at Board of Directors' meetings, and setting the operating policy for fiscal 2025 Board of Directors operations were all conducted independently by the Company. At a Board of Directors' meeting, based on the delivered evaluation results, the members of the Board of Directors including Audit & Supervisory Board Members reconfirmed the functions of the Board of Directors and their own roles within the Board of Directors, shared an understanding of the issues, and conducted free and open discussion of measures for improvement.

- Survey period: Late December 2023 - Mid January 2024
- Survey subjects: Directors, Audit & Supervisory Board Members, Executive Officers in attendance (Only the free answer sections from Executive Officers in attendance are included in the tabulated results.)
- Survey format: Total 32 questions (Of these, 23 were evaluations in four ranks, one was a multiple-choice question (free answer spaces were provided for each question), and eight were free answer types.)
- Primary survey items:
 - (1) Operation of the Board of Directors
(Setting of issues for discussion, structure of discussions, execution of expected functions by individual members, etc.)
 - (2) Group strategies and operating company strategies
(Management with awareness of capital cost, business portfolio, etc.)
 - (3) Corporate ethics and risk management
(Culture of compliance with corporate ethics, construction of internal controls and risk management system)
 - (4) Evaluation of the management team (nomination, remuneration)
(Reporting of contents discussed by the Nomination and Compensation Advisory Committee, appointment of Directors based on the required skills, etc.)
 - (5) Dialogue and other communication with shareholders etc.
(Sharing information related to dialogue with shareholders etc., use of dialogue with shareholders etc. to improve corporate value)
 - (6) Target conditions which the Board of Directors aims for over the medium- to long-term
- Reporting and discussion of survey results at the Board of Directors:
 - (1) Board of Directors' meeting in January 2024
Sharing of issues identified from the survey results, exchange of opinions concerning the related issues, and discussion of measures for improving operations
 - (2) Board of Directors' meeting in April 2024
Discussion of the Board of Directors operation policy for fiscal 2025

iii) Board of Directors effectiveness evaluation results and issue improvement measures
The fiscal 2024 effectiveness evaluation confirmed that, continuing from fiscal 2023, the effectiveness of the Company's Board of Directors has been generally ensured. In fiscal 2025, based on the issues identified from the Board of Directors effectiveness evaluation, the Board will continue to deepen discussions centering on Group strategies, operating company strategies, and functional strategies, and will strive to improve its effectiveness.

iv) Evaluation of Audit & Supervisory Board effectiveness
Duties of the Company's Audit & Supervisory Board Members included attendance at Board of Directors Meetings, monitoring the status of supervising execution of Director duties, and stating opinions when recognized as necessary. In addition, the decision-making process for important Group matters and the conditions of discussion at important meetings were checked, and the status of execution of duties by the President and Chief Executive Officer, Presidents of the operating companies, and functional top management was monitored. Audit & Supervisory Board Members participated in the quarterly ERM Committee meeting, and attended as observers at the quarterly Internal Audit Committee meeting which is the controlling institution for internal audit functions. The results of audits and other information were reported to the Audit & Supervisory Board by the internal auditing group, and the Audit & Supervisory Board Members, internal auditing group, and Accounting Auditors all met together to exchange information on matters such as risk assessments and plans for visits at the start of the year, as well as changes in the audit contents, identified items, and risk assessments, and engaged in other audit and supervisory activities intended to strengthen Group governance.

At the Audit & Supervisory Board meetings, based on the system of independent action, Audit & Supervisory Board Members who have different expertise and knowledge openly discuss the contents of the above audit and supervisory activities, and form opinions and other information to be delivered to the Board of Directors and executive divisions.

In order to continually improve the effectiveness of audit and supervisory activities, the Audit & Supervisory Board conducts an evaluation of Audit & Supervisory Board effectiveness at the end of each fiscal year. In addition to a quantitative evaluation of effectiveness based on a total of 40 evaluation items from perspectives such as action based on Corporate Governance Code, the effectiveness evaluation identified specific issues proposed by each Audit & Supervisory Board Member, and worked to identify items for

improvement. Issues and improvements proposed by Audit & Supervisory Board Members are discussed and the action to be taken is decided. The results are applied to the Audit Plan for the following fiscal year. In fiscal 2024, the matters for discussion by the Audit & Supervisory Board were submitted in advance to the President and Chief Executive Officer, Presidents of operating companies, and others in order to ensure sufficient Q&A time and expand the discussions. Outside Audit & Supervisory Board Members accompany visiting audits by the Audit & Supervisory Board Members, supervising the audit execution conditions from a diverse range of perspectives, and in other ways implement improvement measures and work to improve the effectiveness of the Audit & Supervisory Board.

The Audit & Supervisory Board discussed the results of the effectiveness evaluation that was conducted at the end of fiscal 2024 and concluded that “it is functioning effectively.” For issues and other matters which were identified at discussions, measures in response will be decided and continual efforts will be made to improve the effectiveness of the Audit & Supervisory Board.

* For the independence standards for the Company’s Outside Directors and Audit & Supervisory Board Members and the remuneration policy for Directors and Audit & Supervisory Board Members, please see “Overview of the Independence Standards for Outside Directors / Audit & Supervisory Board Members” in the convocation notice (page 19) and “4. (5) 1. Remuneration Policy, etc.” in the Business Report (pages 43 to 45), respectively.

(2) Systems for Ensuring the Properness of the Company's Operations

The Company's Board of Directors has established the following basic policy regarding the Group internal control systems.

- 1) System for ensuring the properness of operations across the Panasonic Group and reports from the subsidiaries of the Company
Based on its management philosophy, the Company shall establish basic policies and regulations applicable to all the Panasonic Group companies, and shall ensure the full-fledged autonomous management by operating companies (including subsidiaries under the supervision of such operating companies; collectively "Operating Companies" and the same shall apply hereinafter) and other subsidiaries of the Company through appropriate delegation of authority to the said Operating Companies and other subsidiaries, and by developing reporting system to the Company. Based on these policies and rules, Operating Companies and other subsidiaries of the Company shall develop their own rules and other systems to ensure the appropriateness of operations in the Panasonic Group.
- 2) System for ensuring legal compliance in the performance of duties by the Panasonic Group's Directors and employees
The Company, Operating Companies and other subsidiaries of the Company shall ensure legal compliance in the performance of duties by Directors and employees within the Panasonic Group, by effective corporate governance systems including an appropriate monitoring system, as well as by ensuring total compliance awareness throughout the Panasonic Group.
- 3) System for retention and management of information pertaining to the performance of Directors' duties
The Company shall properly retain and manage information on the performance of Directors' duties in accordance with all applicable laws and regulations and the internal rules of the Company.
- 4) System for ensuring efficiency of the performance of duties by the Panasonic Group's Directors
The Company shall ensure the efficiency in the performance of duties by the Panasonic Group's Directors by making the group-wide management strategies and promoting full-fledged autonomous management by Operating Companies and other subsidiaries of the Company.
- 5) Systems related to management of the risk of loss of the Panasonic Group
The Company shall establish the group-wide risk management rules. The Company, Operating Companies and other subsidiaries of the Company shall identify and assess risks that may affect the business management, and select material risks. The Company, Operating Companies and other subsidiaries of the Company shall ensure to make continuous improvement by taking measures against the selected material risks and monitoring the progress.
- 6) Employees who assist Audit & Supervisory Board Members in auditing, and such employees' independence from Directors
The Company shall establish a body independent from Directors, tasked with enhancing the effectiveness of audits by Audit & Supervisory Board Members and facilitating the smooth performance of audits.
- 7) Ensuring effectiveness of instructions given by Audit & Supervisory Board Members to employees who assist Audit & Supervisory Board Members
Staff members assisting the Audit & Supervisory Board Members, while still subject to the internal rules of the Company, shall be under the instruction and supervision of the respective Audit & Supervisory Board Members, and personnel-related matters shall be undertaken upon prior discussion with Audit & Supervisory Board Members.
- 8) System for Directors, Audit & Supervisory Board Members, employees and other staffs within the Panasonic Group to report to the Company's Audit & Supervisory Board Members
The Company shall ensure opportunities and systems that enable Directors, employees and other staffs of the Company to properly report to the Company's Audit & Supervisory Board Members, and moreover shall ensure opportunities and systems that enable Directors, Audit & Supervisory Board Members, employees and other staffs of Operating Companies and other subsidiaries of the Company and those who receive reports from the aforementioned, to report to the Company's Audit & Supervisory Board Members.
- 9) System for ensuring that parties who have reported to Audit & Supervisory Board Members do not incur unfavorable treatment as a consequence of such reporting
In ensuring the opportunities and systems provided in the preceding paragraph, the Company shall make sure that the persons who have duly reported do not incur unfavorable treatment as a consequence of such reporting.
- 10) Policy on management of expenses and debt incurred in execution of Audit & Supervisory Board Member duties
The Company shall calculate budgets on an annual basis for expenses arising with respect to the execution of duties of Audit & Supervisory Board Members to ensure effectiveness of audits, and moreover shall provide prepayment or reimbursement in accordance with laws and regulations with respect to expenses incurred beyond amounts budgeted.
- 11) Other systems for ensuring effective performance of audits by the Audit & Supervisory Board Members
The Company shall develop a system enabling effective performance of audits, including mutual cooperation with the accounting auditors, the internal auditing group and Audit & Supervisory Board Members of the Operating Companies and of other subsidiaries of the Company, in accordance with the Audit Plan established by the Audit & Supervisory Board Members each year.

Status of Basic Policy Implementation in the Company

- 1) System for ensuring the properness of operations across the Panasonic Group and reports from the subsidiaries of the Company
 - The Company ensures that basic policy for internal control systems is fully implemented by Group companies, and disseminates relevant information among Group companies. Initiatives to that end include: implementing the “Panasonic Group Code of Ethics & Compliance,” the “Basic Rules for Group Compliance,” and the “Rules of Approval for Decision-Making in Important Matters”; establishing group-wide regulations; dispatching Directors and Audit & Supervisory Board Members to Group companies and exercising the Company’s shareholder rights thereof; establishing rules of governance that are to be observed by Group companies; conducting regular operational audits, internal control audits, and compliance audits of Group companies through the internal auditing group; and sharing and disseminating information on business objectives through management policy announcements.
 - The framework described above ensures the properness of operations, thereby enabling the Panasonic Group to establish the internal controls necessary for financial reporting based on the Financial Instruments and Exchange Act.
- 2) System for ensuring legal compliance in the performance of duties by the Panasonic Group’s Directors and employees
 - i) System for ensuring legal compliance in the performance of Directors’ duties
 - The Company has established internal rules such as the Panasonic Group Code of Ethics & Compliance, the Board of Directors Rules, and the Executive Officer Rules, and endeavors to ensure that its Directors act in accordance with laws, regulations and the Company’s Articles of Incorporation. Additionally, when Directors assume their positions, the Company provides them with opportunities to acquire the knowledge necessary to fulfill their roles and obligations, and during their terms of office it continues to provide Directors with opportunities to acquire the knowledge they need, including presentations on management and compliance by external experts as required.
 - The Company strengthens its supervisory functions by ensuring that at least one-third of the Board of Directors’ members are Outside Directors, and by providing opportunities for the Outside Directors to actively communicate through Board of Directors’ meetings and other such occasions. Moreover, the Company has also established a voluntary body, the Nomination and Compensation Advisory Committee which is chaired by an Outside Director and a majority of its members are also Outside Directors, to ensure objectivity and transparency in the process of determining the nomination and remuneration of Directors.
 - The Company continues to aim for further enhancement in the effectiveness of the Board of Directors, and as part of its efforts, it conducts an annual questionnaire survey of members of the Board of Directors and Audit & Supervisory Board. The results and evaluations are reported at the Board of Directors meetings, and the Company reviews the opinions received and implements appropriate measures for improvement accordingly.
 - Audits are conducted by Audit & Supervisory Board Members and the Audit & Supervisory Board. In addition, eighteen (18) full-time Audit & Supervisory Officers of the Operating Companies and the divisional companies of each Operating Company report directly to the Company’s Audit & Supervisory Board, and duties are carried out in coordination with the Audit & Supervisory Officers at Panasonic Group companies including Operating Companies.
 - The Company has established the rule of the prevention of relationships with anti-social forces, aiming to resolutely prevent any association with anti-social forces (such as organized criminal networks), and has obtained written pledges for compliance with the rule. The Board of Directors Rules and the Executive Officer Rules also stipulate and confirm clearly to prevent any such association with anti-social forces.
 - ii) System for ensuring compliance with applicable laws in the performance of employees’ duties
 - The Company has established the Basic Rules for Group Compliance that clarify the basic matters related to compliance and the roles and responsibilities of the Panasonic Group.
 - The Company has established internal rules such as the Panasonic Group Code of Ethics & Compliance and implements compliance initiatives and various awareness-building activities such as trainings tailored to specific employee levels and e-learnings, for its employees including Group companies.
 - The Company seeks to detect improper acts at an early stage through “operational audits,” “internal control audits,” and “compliance audits,” and by operating a global hotline that is available in multiple languages, in addition to other measures. In addition, the “Panasonic Group Code of Ethics & Compliance” and the “Rules on the Prohibition of Retaliatory Behavior against Whistleblowers, and Others” stipulate that whistleblowers shall be protected from any retaliation as a consequence of having used the hotline or other means to report violations of laws or regulations, or concerns otherwise in that regard.
 - The Company has been stepping up its efforts to implement fair business practices emphasizing compliance and taking measures to react to its changing business environments accordingly by establishing organizations that perform the functions of promoting compliance and conducting compliance audit, handling business legal affairs, risk management, and administration of corporate governance.
 - The Company has established the rule of the prevention of relationships with anti-social forces, aiming to resolutely prevent any association with anti-social forces (such as organized criminal networks), and has obtained written pledges for compliance with the rule. The Employee Work Regulation clearly stipulates and confirms the prevention of any such association with anti-social forces. The Company has also established the Group-wide management system to thoroughly prevent any relationships with anti-social forces, by establishing the Business Conduct Committee and assigning persons-in-charge for preventing undue claims.

- 3) System for retention and management of information pertaining to the performance of Directors' duties
 - The minutes of meetings of the Board of Directors are prepared after each meeting of the Board of Directors and retained permanently by the section responsible for administration relating to the Board of Directors. Records of approval by the President are also retained permanently by the responsible department.
- 4) System for ensuring efficiency of the performance of duties by the Panasonic Group's Directors
 - The Company expedites decision-making through the Rules of Approval for Decision-making in Important Matters, the clarification of roles between Directors and Executive Officers, the delegation of authority to Operating Companies, the holding of the Group Management Meeting and the PHD Strategy Meeting, and the implementation of an IT system that ensures the rapid and accurate collection and transmission of important management information.
 - The Company plans and implements measures to achieve the business goals it sets based on its business strategies by confirming and examining the status of progress towards the goals at the time of monthly settlement of accounts.
- 5) Systems related to management of the risk of loss of the Panasonic Group
 - Accurate identification of risks that may affect the business activities of the Panasonic Group, and enacting appropriate measures in response in order to achieve our business objectives and deliver more sustained and stable growth, have been positioned as important issues for management, and Group risk management activities are carried out based on the Panasonic Group Rules for Risk Management. The Company conducts a series of risk assessment processes annually where it exhaustively identifies risks that can be expected based on matters such as changes in external factors and internal factors. It evaluates them using both financial and non-financial evaluation axes, and determines the order of priority for the risks to be addressed. As the basis for this evaluation, the PHD Enterprise Risk Management Committee (PHD ERM Committee) conducts discussions from the perspectives of Panasonic Group management and business strategies and social responsibilities, and decides important risks for Group management. It also formulates and implements countermeasures to important risks, centering on the functional divisions responsible for each risk, and conducts monitoring of the progress status as it aims to make continual improvements.
 - The progress status and other information related to important risks and countermeasures are reported regularly to the Board of Directors and the PHD Strategy Meeting. Linked with the internal audit functions, audits are carried out for themes selected based on the risk assessment results.
 - Each operating company has established an Operating Company ERM Committee, and uses the same cycle to carry out risk management of each operating company group under self-responsible management.
 - In addition to the above activities, uncertain events which may become opportunities or threats for the achievement of business objectives, and which should be considered when formulating strategies and making decisions, are identified as "strategic risks." Risk management is carried out including suitable risk taking according the risk tolerance.
- 6) Employees who assist Audit & Supervisory Board Members in auditing, and such employees' independence from Directors
 - The Company has established the Audit & Supervisory Board Member's Office whose dedicated staff is under the direct control of the Audit & Supervisory Board and separate from any operating function of the Company's business. The Company assigns Audit & Supervisory Board Member assistant staff members who possess appropriate capabilities and knowledge as required by Audit & Supervisory Board Members.
- 7) Ensuring effectiveness of instructions given by Audit & Supervisory Board Members to employees who assist Audit & Supervisory Board Members
 - Respective Audit & Supervisory Board Members issue instructions to their staff members, and those staff members accordingly assist Audit & Supervisory Board Members in performing their duties.
 - The Company consults with Audit & Supervisory Board Members in advance of undertaking personnel-related matters, including employee transfers and other affairs involving staff members who assist Audit & Supervisory Board Members.
- 8) System for Directors, Audit & Supervisory Board Members, employees and other staffs within the Panasonic Group to report to the Company's Audit & Supervisory Board Members
 - Directors, employees and other staffs of the Company and Group companies report on business operations and other issues at respective regular meetings held by Audit & Supervisory Board Members and other such occasions, and also report as necessary at other important meetings with Audit & Supervisory Board Members, where their attendance has been requested. Moreover, Audit & Supervisory Board Members of Group companies report as necessary to the Company's Audit & Supervisory Board Members regarding content of reports at respective Group companies. Audit & supervisory officers conduct inquiries at respective Operating Companies regarding business operations and issues at such Operating Companies, and report such matters as necessary to the Company's Audit & Supervisory Board Members.
 - The Company has established an Audit Report System by which employees of the Company and Group companies directly report to the Company's Audit & Supervisory Board about concerns related to improper acts by Directors and Executive Officers of the Group or related to the possible illegality of carrying out official duties.
- 9) System for ensuring that parties who have reported to Audit & Supervisory Board Members do not incur unfavorable treatment as a consequence of such reporting
 - The Audit Report System enables parties to report matters anonymously, while the Panasonic Group Code of Ethics & Compliance and the Rules on the Prohibition of Retaliatory Behavior against Whistleblowers, and

Others ensure that whistleblowers shall not be subject to unfavorable treatment as a consequence of such reporting.

- 10) Policy on management of expenses and debt incurred in execution of Audit & Supervisory Board Member duties
 - To ensure effectiveness of audits, the Company calculates preliminary budgets with respect to anticipated expenses required by Audit & Supervisory Board Members in executing their duties, in accordance with the Audit & Supervisory Board Member Auditing Standards.
 - The Company also provides pre-payment or reimbursement for expenses paid under urgent or extraordinary circumstances in accordance with laws and regulations.
 - In making payment of audit expenses, Audit & Supervisory Board Members are required to remain mindful of efficiency and appropriateness in that regard.
- 11) Other systems for ensuring effective performance of audits by the Audit & Supervisory Board Members
 - Monthly reports and liaison meetings are held with audit & supervisory officers of the Operating Companies dispatched by the Audit & Supervisory Board Members' Office.
 - The Company has established and operates the Panasonic Group Audit & Supervisory Board Members' Meeting chaired by the Company's Senior Audit & Supervisory Board Member, in order to facilitate cooperation among the Audit & Supervisory Board Members of the Company, the audit & supervisory officers of the Operating Companies, and Audit & Supervisory Board Members of Group companies.
 - Representative Directors and Audit & Supervisory Board Members exchange opinions regularly and whenever necessary. Moreover, respective departments cooperate in implementing visiting audits of business offices inside and outside Japan conducted by Audit & Supervisory Board Members. Internal auditing groups also cooperate to enhance the effectiveness of audits carried out by Audit & Supervisory Board Members through collaboration with Audit & Supervisory Board Members, including reporting as appropriate to the Audit & Supervisory Board Members.
 - When the accounting auditors formulate their audit plans, perform quarterly reviews, and conduct final audits, the Audit & Supervisory Board Members hold regular meetings with the accounting auditors at which they receive explanations and reports, and exchange opinions with the accounting auditors as necessary.

(3) Policy on Control of the Company

1) Efforts to enhance corporate value of the Company

The Company, since its establishment, has been operating its business under the Basic Business Philosophy, centering on “contributing to the progress and development of society and the well-being of people worldwide through its business.” Going forward, the Company will continue to face social issues head-on in order to achieve an ideal society with affluence both in matter and mind through its business, and it aims to further create new value. The Company will also continue to address various societal issues squarely, including global environmental issues, and to pursue to make greater contribution to the development of society and the resolution of these issues. The Company believes these initiatives will lead to further improvement of business competitiveness, and through which, it will strive to continuously enhance its corporate value by providing value that satisfies all stakeholders, including shareholders, investors, customers, business partners, and employees.

2) Measures against large-scale purchase

The Company has a basic policy that shareholders should make the final decision in the event that a large-scale purchase of the Company’s shares is offered, regarding whether or not the offer should be accepted. However, in such cases, there is a possibility that shareholders might not be provided with sufficient information required to make appropriate decisions, and a concern that corporate value and shareholder interest might be significantly damaged.

The Company will take appropriate measures within the scope permitted by the Financial Instruments and Exchange Act, the Companies Act, and other related laws and regulations, including requesting any party proposing a large-scale purchase of the Company’s shares to provide sufficient information necessary to assist shareholders in making appropriate decisions, expressing or disclosing opinions or other statements from the Board of Directors, and endeavoring to secure sufficient time for shareholders to consider the proposed purchase. Before the Board of Directors’ opinions or other statements are expressed or disclosed, the Company will set up an independent committee comprising Outside Directors and Outside Audit & Supervisory Board Members and the Board of Directors will consult this committee regarding its opinion and treat the committee’s report with the utmost respect.

(4) Policy on Appropriation of Retained Earnings for Dividend Payments, etc.

Since its foundation, the Company has managed its business, recognizing that returning profits to shareholders is one of its most important policies. From the perspective of return on the capital investment made by shareholders, the Company, in principle, distributes profits to shareholders based on its business performance and strives for stable and continuous dividend payments. We target a dividend payout ratio of approximately 30% with respect to consolidated net profit attributable to Panasonic Holdings Corporation stockholders. Regarding the repurchase of treasury stock, the Company fundamentally repurchases its own shares where appropriate, while comprehensively taking into consideration strategic investments and its financial condition to increase shareholder value per share and return on capital.

The results from this fiscal year were affected by strategic investment and other fixed costs, and by the high prices of raw materials. However, due to a reduction in income taxes resulting from the dissolution (special liquidation) of Panasonic Liquid Crystal Display Co., Ltd. and a resolution to forgive the debt of that company, in addition to the progress of price revisions and rationalization, the effects of the exchange rate, and US IRA Tax Credit, there was an increase in net profit attributable to Panasonic Holdings Corporation stockholders.

Based on this performance, and in comprehensive consideration of the Company’s dividend policy to distribute profits according to the net profit attributable to Panasonic Holdings Corporation stockholders, excepting the effects of US IRA Tax Credit on the results, and in consideration of the financial conditions and other factors, the Company will pay an annual dividend of ¥35 yen per share (¥5 more than the previous fiscal year), consisting of the interim dividend of ¥17.5 per share paid on November 30, 2023 and a year-end dividend of ¥17.5 per share.

In fiscal 2024, the Company did not repurchase its treasury stock except for acquiring shares of less than one trading unit and other minor transactions.

Consolidated Financial Statements

The consolidated financial statements of Panasonic Holdings Corporation (the "Company") are prepared in conformity with International Financial Reporting Standards (IFRS).

Consolidated Statement of Financial Position

(As of March 31, 2024)

(millions of yen)

Assets

Current assets

4,152,758

Cash and cash equivalents.....	1,119,625
Trade receivables and contract assets	1,361,050
Other financial assets	227,456
Inventories	1,208,898
Other current assets	235,729

Non-current assets

5,258,437

Investments accounted for using the equity method	423,981
Other financial assets	207,394
Property, plant and equipment.....	1,559,041
Right-of-use assets.....	270,728
Goodwill and intangible assets	1,983,833
Other non-current assets.....	813,460

Total assets

9,411,195

(millions of yen)

Liabilities

Current liabilities	3,121,687
Short-term debt, including current portion of long-term debt	262,099
Lease liabilities.....	68,760
Trade payables.....	1,166,155
Other payables and accrued expenses	524,194
Other financial liabilities	148,158
Other current liabilities	952,321
Non-current liabilities	1,567,605
Long-term debt	1,084,037
Lease liabilities.....	211,383
Other financial liabilities	14,198
Other non-current liabilities	257,987
Total liabilities	4,689,292
Equity	
Panasonic Holdings Corporation stockholders' equity	4,544,076
Common stock.....	259,445
Capital surplus	508,274
Retained earnings.....	3,037,982
Other components of equity.....	947,512
Treasury stock.....	(209,137)
Non-controlling interests	177,827
Total equity	4,721,903
Total liabilities and equity	9,411,195

Consolidated Statement of Profit

(From April 1, 2023 to March 31, 2024)

	(millions of yen)
Net sales	8,496,420
Cost of sales	(6,002,065)
Gross profit	2,494,355
Selling, general and administrative expenses	(2,104,356)
Share of profit (loss) of investments accounted for using the equity method	4,295
Other income (expenses), net	(33,332)
Operating profit	360,962
Finance income	88,972
Finance expenses	(24,695)
Profit before income taxes	425,239
Income taxes	40,204
Net profit	465,443
Net profit attributable to:	
Panasonic Holdings Corporation stockholders	443,994
Non-controlling interests	21,449

Consolidated Statement of Changes in Equity

(From April 1, 2023 to March 31, 2024)

(millions of yen)

	Common stock	Capital surplus	Retained earnings	Other components of equity	Treasury stock	Panasonic Holdings Corporation stockholders' equity	Non-controlling interests	Total equity
Balances as of April 1, 2023	259,274	515,760	2,588,800	463,764	(209,196)	3,618,402	171,556	3,789,958
Comprehensive income								
Net profit	–	–	443,994	–	–	443,994	21,449	465,443
Remeasurements of defined benefit plans	–	–	–	52,987	–	52,987	774	53,761
Financial assets measured at fair value through other comprehensive income	–	–	–	15,353	–	15,353	1,509	16,862
Exchange differences on translation of foreign operations	–	–	–	496,579	–	496,579	8,551	505,130
Net change in fair value of cash flow hedges	–	–	–	3,382	–	3,382	(28)	3,354
Total comprehensive income	–	–	443,994	568,301	–	1,012,295	32,255	1,044,550
Transfer to hedged non-financial assets	–	–	–	(3,503)	–	(3,503)	–	(3,503)
Transfer from other components of equity to retained earnings	–	–	81,050	(81,050)	–	–	–	–
Cash dividends	–	–	(75,862)	–	–	(75,862)	(17,594)	(93,456)
Changes in treasury stock	–	(0)	–	–	(49)	(49)	–	(49)
Share-based payment transactions	171	38	–	–	108	317	–	317
Transactions with non-controlling interests and other	–	(7,524)	–	–	–	(7,524)	(8,390)	(15,914)
Balances as of March 31, 2024	259,445	508,274	3,037,982	947,512	(209,137)	4,544,076	177,827	4,721,903

Notes to Consolidated Financial Statements

Basis of Presentation of Consolidated Financial Statements

1. Accounting standard applied to Consolidated Financial Statements

The Company prepares its consolidated financial statements on the basis of International Financial Reporting Standards ("IFRS"), in compliance with Article 120, Paragraph 1 of the Ordinance of Companies Accounting. However, in compliance with the second sentence of Article 120, Paragraph 1 of the Ordinance of Companies Accounting, certain disclosures and notes required on the basis of IFRS are omitted.

2. Scope of Consolidation and Application of the Equity Method

- (1) Number of consolidated subsidiaries
511
- (2) Number of companies under the equity method
67

3. Significant Accounting Policies

(1) Financial assets

1) Non-derivative financial assets

(i) Initial recognition and measurement

Financial assets are initially recognized on the trade date or the date when the transaction was executed and are classified into either financial assets measured at amortized cost or financial assets measured at fair value upon the initial recognition. The equity instruments measured at fair value are in principle designated as financial assets measured at fair value through other comprehensive income.

These financial assets, except for financial assets measured at fair value through profit or loss, are measured in principle at the fair value plus transaction costs directly attributable to these financial assets on the trade date or the date when the transaction was executed.

(ii) Subsequent measurement

The financial assets classified as measured at amortized cost are measured at amortized cost using the effective interest method, while interests thereon are recognized as finance income in profit or loss. For the financial assets classified as measured at fair value, except for those measured at fair value through profit or loss, changes in fair value are in principle recognized in other comprehensive income, and the cumulative gain or loss is transferred to retained earnings when the assets are derecognized. However, dividend income is recognized as finance income in profit or loss.

For financial assets measured at amortized cost, an amount equivalent to the expected credit losses for 12 months or an amount equivalent to the expected credit losses for the whole period is recognized as allowance for doubtful receivables in principle depending on whether or not there is a significant increase in the credit risk at the end of the fiscal year since initial recognition. For trade receivables and contract assets, etc., however, an amount equivalent to the expected credit losses for the whole period is recognized as allowance for doubtful receivables at all times.

The amount of the expected credit losses is calculated as the difference between the present value of the estimated future cash flows discounted at the original effective interest rate for these financial assets and its carrying amount.

Allowance for doubtful receivables is recognized in profit or loss. If an event arises subsequently that reduces the allowance for doubtful receivables, the previously recognized allowance is reversed through profit or loss.

2) Derivatives

Derivatives are initially recognized at fair value at the time when the contract is entered into, and measured at fair value thereafter. Changes in fair value are recognized in profit or loss; however, the effective portion of changes in fair value of derivatives designated as hedging instruments in a qualifying cash flow hedge relationship is recognized in other comprehensive income.

(2) Inventories

Inventories are recognized at the lower of cost and net realizable value. Cost is principally calculated on an average basis. Net realizable value is the estimated selling price less the estimated cost of completion and the estimated costs necessary to make the sale.

(3) Property, plant and equipment

Property, plant and equipment are measured using the cost model, and are depreciated using the straight-line method over their estimated useful lives. The depreciation method, estimated useful lives and residual values are reviewed at the end of each fiscal year and revised as necessary.

(4) Goodwill and intangible assets

Goodwill is measured as the excess of the total of consideration transferred, amount of non-controlling interests in the acquiree and fair value of the equity interest in the acquiree previously held by the acquirer over the net amount of identifiable assets acquired and the liabilities assumed on the acquisition date.

Intangible assets are measured, at the initial recognition, using the cost model when such assets are acquired individually, and measured at fair value when acquired as part of a business combination. Intangible assets with definite useful lives are amortized using the straight-line method over their estimated useful lives. Intangible assets with indefinite useful lives are not amortized, but measured at the acquisition costs less accumulated impairment losses. The depreciation method and estimated useful lives are reviewed at the end of each fiscal year, and revised as necessary.

(5) Impairment of non-financial assets

Non-financial assets other than inventories, deferred tax assets, etc. with definite useful lives are assessed at the end of each fiscal year to determine whether there is any indication of impairment in each asset or cash-generating unit. If any such indication exists, the recoverable amount of the asset or the cash-generating unit is estimated and the impairment test is performed by comparing the recoverable amount against its carrying amount. The recoverable amount is calculated using the higher of either the amount of value in use, measured by the discounted cash flow method, or the amount of fair value less costs of disposal, measured principally by the discounted cash flow method and the comparable listed company analysis method. Under the discounted cash flow method, the estimated amount of future cash flows based on the most recent business plan approved by the Board of Directors are discounted to the present value. The period of the future projection is established based on the period of the business plan after reflecting past experience and verifying its consistency with external information. The discount rate is calculated based on a weighted average cost of capital determined for each cash-generating unit, and the growth rate is determined in view of the long-term average growth rates of the markets or countries to which each cash-generating unit belongs.

In terms of goodwill and intangible assets with indefinite useful lives, regardless of whether or not there are indications of impairment, an impairment test is performed at least annually, or more frequently whenever an indication of impairment becomes apparent.

If the recoverable amount of an asset or a cash-generating unit is below its carrying amount, the carrying amount is reduced to the recoverable amount, and the difference is recognized as an impairment loss in profit or loss.

(6) Provisions

Provisions are recognized when the Company or its consolidated subsidiary has present legal or constructive obligations arising from past events, it is probable that outflows of resources embodying economic benefits will be required to settle the obligations, and the amount of obligation can be estimated reliably. When the effect of time value of money is material, provisions are measured by discounting the expenses expected to be necessary for settlement of obligations to the present value.

(7) Employee benefits

The Company and its consolidated subsidiaries maintain defined benefit plans and defined contribution plans. The present value of obligations under the defined benefit plan and the service cost are calculated based on the actuarial calculations using the projected unit credit method. In addition, the funded status, which is the difference between the fair value of the plan assets and the obligations under the defined benefit plan projected based on the actuarial calculations is presented as an asset or a liability in the consolidated statement of financial position. The adjustments due to re-measurements of the present value of obligations under the defined benefit plan and the fair value of the plan assets are recognized in other comprehensive income and immediately transferred to retained earnings. The present value of obligations under the defined benefit plan is calculated by discounting future estimated benefit payments and the discount rate is determined by reference to market yields on high quality corporate bonds at the end of the fiscal year, which reflect the estimated timing and amount of future benefit payments.

Service cost and net interest on the net defined benefit liability or asset are recognized in profit or loss. Past service cost is immediately recognized in profit or loss.

Obligations for contributions to defined contribution plans are recognized as expenses during the period when the related service is provided.

(8) Revenue

Revenue is recognized based on the following five-step approach:

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligations

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations

Step 5: Recognize revenue when satisfying a performance obligation

The Company is mainly engaged in sales of products such as consumer products, industrial products, manufacturing devices, and supplies. For such sales transactions, in principle, the Company recognizes revenue at the time of delivery, because the customer obtains control of the products and the Company satisfies its performance obligation when products are delivered. The Company is also engaged in construction contracts and rendering of services. For such transactions, in principle, the Company recognizes revenue in accordance with the progress towards complete satisfaction because the Company transfers control of goods or service and satisfies its performance obligation over time.

The Company has entered into various sales arrangements with customers including a combination of products, devices, installation, maintenance or other deliverables. If such transactions meet certain criteria, the Company

identifies as a separate performance obligation each promise to transfer to the customer a distinct good or service, and recognizes as revenue the amount of the transaction price allocated to each performance obligation in proportion to the stand-alone selling prices, as it satisfies each performance obligations.

The Company recognizes as revenue the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer. For transactions in which performance obligations are satisfied over time, only if the Company can reasonably measure the progress towards complete satisfaction, sales are recognized using the input method based on the percentage of actual costs incurred to date to estimated total costs at the end of each reporting period. When the initial estimate of sales or progress up to the completion may be changed, the Company revises the estimate.

The Company deducts from sales certain price adjustment expenses that compensate for the decline in product prices in connection with sales to its consumer business distributors and sales rebates.

The Company determines whether it is a principal or an agent to the transaction for each contract. If the Company is determined to be a principal to the transaction, the net sales corresponding to that contract will be presented on a gross basis, and if the Company is determined to be an agent of the transaction, the net sales corresponding to that transaction will be presented on a net basis.

(9) Government grants

Government grants are measured at fair value, when it is reasonably certain that the Company receives the grants and complies with the terms and conditions attached to the grants. Grants are recognized as profit or loss and directly deducted from the related costs over the periods in which the Company recognizes as expenses the related costs for which the grants are intended to compensate. Also, government grants related to acquisition of an asset are directly deducted from the acquisition cost of the asset.

(10) Leases

The Company recognizes a right-of-use asset representing its right to use an underlying asset over the lease term, and a lease liability representing its obligation to make lease payments, for all leases in principle. The lease term is determined as the non-cancellable period of a lease, together with periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option.

Right-of-use assets are initially measured at cost, which comprises the amount of the initial measurement of the lease liability adjusted for any prepaid lease payments, etc. Right-of-use assets are depreciated using the straight-line method over the lease term. Lease liabilities are initially measured at the present value of unpaid lease payments at the lease commencement date discounted using the interest rate implicit in the lease or the lessee's incremental borrowing rate. After the commencement date, lease liabilities are measured at amortized cost using the effective interest method, and interest expenses on lease liabilities are recognized as finance expenses. With regard to short-term leases that have a lease term of 12 months or less and leases for which the underlying asset is of low value, right-of-use assets and lease liabilities are not recognized, and lease payments for these leases are recognized as expenses as incurred.

(11) Share based payments

The Company has introduced a Restricted Stock Compensation plan as an incentive plan for its Directors (excluding Outside Directors), Executive Officers and certain other officers. The compensation cost for the Restricted Stock Compensation plan is measured by reference to the fair value of the Company's common shares granted on the grant date and is recognized as expenses over the vesting period, with a corresponding increase in equity.

Certain of the subsidiaries have introduced Restricted Stock Unit (RSU) plan and Profits Interest Unit (PIU) plan as incentive plans for their employees and certain executive leadership members. The cost of the RSU plan and PIU plan is measured by reference to the fair value of each unit as on the grant date and recognized as expenses, considering the estimated number of units to ultimately vest and the estimated vesting period, over the period from the grant date through the date on which the units become vested, with a corresponding increase in equity. The fair value of RSUs is measured based on the enterprise value as of the grant date, with a marketability discount. The fair value of PIUs is measured based on the valuation amount calculated as of the grant date using the option pricing method, with a marketability discount. When subsequent information indicates that the estimated number of units to vest and the estimated vesting period differ from previous estimates, the estimates are revised as necessary.

(12) Non-current assets or disposal groups held for sale

Non-current assets or disposal groups are classified as held for sale, if their carrying amount is expected to be recovered principally through a sale transaction, rather than through continuing use. The asset or disposal group is considered to meet the above requirement only if its sale is highly probable within one year and it is available for immediate sale in its present condition. Non-current assets or disposal groups classified as held for sale are measured at the lower of their carrying amount or fair value less cost to sell, and are neither depreciated nor amortized.

4. Changes in accounting policies

(1) IAS 12 “Income Taxes”

The Company has retrospectively applied the amendments to IAS 12 “Income Taxes” (issued in May 2021) from the beginning of the current fiscal year. As a result of applying the revised standard, the accounting at initial recognition was clarified regarding transactions that give rise to taxable temporary differences and deductible temporary differences in equal amounts at the time of transactions, such as leases and decommissioning obligations. Accordingly, the Company recognizes deferred tax liabilities and deferred tax assets with respect to these taxable temporary differences and deductible temporary differences. The aforementioned change in the accounting policy has no material effect on the Company’s consolidated financial statements.

(2) IFRS 17 “Insurance Contracts”

The Company has retrospectively applied IFRS 17 “Insurance Contracts” from the beginning of the current fiscal year. This accounting standard prescribes consistent accounting for insurance contracts. The application of this accounting standard has no material effect on the Company’s consolidated financial statements.

5. Accounting estimates

Of the items recognized in the current year consolidated financial statements using accounting estimates, those with a significant risk of resulting in a material adjustment within the next fiscal year are set out below. Please refer to “3. Significant Accounting Policies” for more details on the estimation method of certain of these estimates.

- Recoverability of deferred tax assets (deferred tax assets of ¥376,910 million included in Other non-current assets)
- Impairment of non-financial assets (property, plant and equipment of ¥1,559,041 million, right-of-use assets of ¥270,728 million, and goodwill and intangible assets of ¥1,983,833 million)
- Obligations under the defined benefit plan (retirement benefit assets of ¥99,651 million included in Other non-current assets, and retirement benefit liabilities of ¥44,922 million included in Other non-current liabilities)

For deferred tax assets, the recoverability is assessed mainly based on the timing and amount of estimated future taxable income derived from the business plans. The business plans include certain key assumptions such as future market trends. Changes in these assumptions due to changes in uncertain future economic conditions, among others, may have a material effect on the recoverability of deferred tax assets.

For non-financial assets, the recoverable amount of non-financial assets used in the impairment testing may be materially affected if there are changes in key assumptions including those in the business plan, and in the estimates of the discount rates and the growth rates.

For obligations under the defined benefit plan, the amount of retirement benefit assets and retirement benefit liabilities may be materially affected by changes in the discount rate in response to changes in market interest rates.

Note to the Consolidated Statement of Financial Position

1. Trade receivables and contract assets		
Trade receivables	¥	1,209,999 million
Contract assets	¥	163,087 million
2. Allowance for doubtful receivables directly deducted from Trade receivables, contract assets and Other financial assets		
.....	¥	12,036 million
3. Property, plant and equipment		
Land	¥	235,966 million
Buildings and structures	¥	1,423,439 million
Machinery and equipment	¥	3,241,944 million
Construction in progress	¥	418,165 million
Accumulated depreciation and impairment losses	¥	(3,760,473) million
4. Deferred tax assets and deferred tax liabilities		
Deferred tax assets included in Other non-current assets	¥	376,910 million
Deferred tax liabilities included in Other non-current liabilities	¥	81,104 million
5. Income taxes payable		
Income taxes payable included in Other current liabilities		
.....	¥	66,760 million
6. Provisions		
Total provisions such as provisions for product warranties and provisions for restructuring included in Other current liabilities and Other non-current liabilities		
.....	¥	145,588 million
7. Contract liabilities		
Total contract liabilities included in Other current liabilities and Other non-current liabilities		
.....	¥	354,101 million
8. Other components of equity		
Financial assets measured at fair value through other comprehensive income	¥	24,718 million
Exchange differences on translation of foreign operations	¥	928,571 million
Net change in fair value of cash flow hedges	¥	(5,777) million
9. Recourse obligation for trade receivables sold, etc.		
.....	¥	2,535 million

Notes on the Consolidated Statement of Profit

Other income (expenses), net includes expenses associated with quality control or market countermeasures of ¥14,323 million, expenses associated with the implementation of early retirement programs of ¥11,546 million, impairment losses on goodwill of ¥11,455 million, etc.

Notes on the Consolidated Statement of Changes in Equity

1. Type and number of shares issued as of the fiscal year-end	
Common stock	2,454,261,297
2. Type and number of shares of treasury stock as of the fiscal year-end	
Common stock	119,915,128

3. Dividends

(1) Dividends paid

Resolution date	Type of share	Cash dividends (millions of yen)	Cash dividends per share (yen)	Record date	Effective date
The Board of Directors meeting held on May 10, 2023	Common stock	35,012	15.0	March 31, 2023	June 2, 2023
The Board of Directors meeting held on October 30, 2023	Common stock	40,850	17.5	September 30, 2023	November 30, 2023

(2) Dividends with the record date in the fiscal year ended March 31, 2024 and the effective date in the following fiscal year

Scheduled to be resolved	Type of share	Cash dividends (millions of yen)	Cash dividends per share (yen)	Record date	Effective date
The Board of Directors meeting held on May 9, 2024	Common stock	40,851	17.5	March 31, 2024	June 3, 2024

4. Type and number of shares to be acquired upon exercise of stock acquisition rights (Excluding those for which the exercise periods have not yet started)

Common stock 555,200

Regarding the year-end cash dividends for the fiscal year ended March 31, 2024, the Board of Directors resolved to pay ¥17.5 per share on May 9, 2024.

Notes to Recognition and Measurement of Revenue

1. Disaggregation of revenue

Revenue from contracts with customers is disaggregated by product category to properly reflect its nature and the geographical area where the customers are located.

The contents of product category are as follows.

The products of Lifestyle are categorized into "Living Appliances and Solutions," "Heating & Ventilation A/C," "Cold Chain Solutions," "Electric Works" and "Other." "Living Appliances and Solutions" includes products such as refrigerators, microwave ovens, rice cookers, washing machines, vacuum cleaners and personal-care products. "Heating & Ventilation A/C" includes products such as air-conditioners for residential and commercial use, Air-to-Water (A2W) hot water heat pump system, ventilation, perflation and air-conditioning equipment, and air purifiers. "Cold Chain Solutions" includes products such as showcases and commercial refrigerators. "Electric Works" includes products such as lighting fixtures, lamps, wiring devices, solar photovoltaic systems and fuel cells. "Other" includes products such as compressors, bicycles and nursing care services.

The products of Automotive are categorized into "Automotive Cockpit Systems," "Automotive Electronics Systems" and "Other." "Automotive Cockpit Systems" includes products for automotive-use infotainment systems. "Automotive Electronics Systems" includes products such as head-up displays, automotive speakers, automotive switches, advanced driver assistance systems (ADAS) and automotive mirrors. "Other" includes products purchased by other companies.

The products of Connect are categorized into "Hardware Solutions" and "SCM Solutions." "Hardware Solutions" includes products such as aircraft in-flight entertainment systems and communications services, electronic-components-mounting machines, welding equipment, projectors, professional AV systems, PCs and tablets. "SCM Solutions" includes products such as the solution business of Gemba Solution Company and SCM software.

The products of Industry are categorized into "Electronic Devices," "FA Solutions," "Electronic Materials" and "Other." "Electronic Devices" includes products such as capacitors (conductive polymer capacitors, film capacitors for xEV, and hybrid aluminum electrolytic capacitors) and EV relays. "FA Solutions" includes products such as industrial motors (motors for industrial application (servomotors), motors for automotive, and motors for HVAC) and FA devices (programmable controllers (PLC), photoelectric sensors, and laser markers). "Electronic Materials" includes products such as multilayer circuit board materials, semiconductor device materials, and molding compounds. "Other" includes products such as other companies' products.

The products of Energy are categorized into "In-vehicle" and "Industrial / Consumer." "In-vehicle" includes cylindrical lithium-ion batteries for in-vehicle use. "Industrial / Consumer" includes products such as primary batteries (dry batteries and micro batteries), and small secondary batteries (cells and their system products).

Other includes products of the Entertainment & Communication business, the Housing business, and sales of raw materials. Entertainment & Communication includes products such as TVs, digital cameras, video equipment, audio equipment, and telephones, and Housing includes products such as kitchen & bath, interior furnishing materials, and exterior furnishing materials.

Disaggregated revenue is as follows.

Reportable segments	By product category	Sales	(millions of yen)	
			By geographical area	Sales
Lifestyle	Living Appliances and Solutions	935,819	Japan	1,560,939
	Heating & Ventilation A/C	693,509	Americas	391,044
	Cold Chain Solutions	354,844	Europe	211,014
	Electric Works	673,226	Asia, China and others	948,279
	Other	453,878		
	Total (Note 1)	3,111,276	Total (Note 1)	3,111,276
Automotive	Automotive Cockpit Systems	561,526	Japan	452,587
	Automotive Electronics Systems	584,414	Americas	388,564
	Other	159,791	Europe	289,663
			Asia, China and others	174,917
	Total (Note 1)	1,305,731	Total (Note 1)	1,305,731
Connect	Hardware Solutions	804,396	Japan	332,199
	SCM Solutions	382,386	Americas	504,965
			Europe	171,642
			Asia, China and others	177,976
	Total (Note 1)	1,186,782	Total (Note 1)	1,186,782
Industry	Electronic Devices	526,466	Japan	249,242
	FA Solutions	74,615	Americas	65,503
	Electronic Materials	150,649	Europe	174,646
	Other	155,266	Asia, China and others	417,605
	Total (Note 1)	906,996	Total (Note 1)	906,996
Energy	In-vehicle	599,221	Japan	85,203
	Industrial / Consumer	335,206	Americas	714,974
			Europe	30,518
			Asia, China and others	103,732
	Total (Note 1)	934,427	Total (Note 1)	934,427
	Others (Note 2)	1,051,208		
	Total	8,496,420		

(Note 1) Total sales of the respective reportable segments do not include intersegment sales and are different from sales amounts of the respective reportable segments, which are presented in "Business Report."

(Note 2) Others include products sales of Entertainment & Communication of ¥312,229 million and products sales of Housing of ¥377,888 million.

2. Information as a basis to understand revenue

The same as described in "3. Significant Accounting Policies, (8) Revenue" under the Basis of Presentation of Consolidated Financial Statements.

Notes to Financial Instruments

1. Status of financial instruments

The Company and its consolidated subsidiaries are exposed to various financial risks in the course of carrying out business activities (credit risk, liquidity risk and market risk). To avoid or reduce these risks, the Company and its consolidated subsidiaries manage these risks in accordance with certain policies.

The Company and its consolidated subsidiaries limit the use of derivatives to means to mitigate risks associated with transactions for actual demand and do not own or issue any speculative derivatives.

2. Fair value information of financial instruments

Carrying amount and fair value of the financial instruments as of the end of the current fiscal year are as follows;

Financial instruments measured at fair value and financial instruments of which carrying amounts approximate to their fair value included in the Consolidated Statement of Financial Position, are not included in the table below:

	Carrying amount	Fair value
Long-term debt, including current portion of long-term debt	1,340,220	1,314,196

The fair value of long-term debt is calculated based on quoted market prices or the present value of future cash flows using appropriate discount rates at the end of the current fiscal year.

3. Breakdown of fair value information of financial instruments

The Company categorizes fair value measurements into the following three levels of hierarchy according to the extent to which the input information used in the measurement is observable from the outside, and the hierarchy level is determined by the lowest-level of significant input in the measurement of fair value.

- Level 1: Fair value measured by quoted prices in active markets
- Level 2: Fair value measured directly or indirectly using inputs other than quoted prices included within Level 1 that are observable
- Level 3: Fair value measured through valuation techniques which include inputs that are not based on observable market data

The breakdown of financial instruments measured at fair value is as follows.

	Level 1	Level 2	Level 3	Total
Financial assets:				
Financial assets measured at FVTPL				
Derivative assets				
Foreign exchange forward contracts	—	13,163	—	13,163
Cross currency swaps	—	82	—	82
Cross currency interest rate swaps	—	63,761	—	63,761
Commodity futures	9,882	3,510	—	13,392
Subtotal	9,882	80,516	—	90,398
Financial assets measured at FVTOCI				
Shares	58,896	—	92,394	151,290
Others	—	286	—	286
Subtotal	58,896	286	92,394	151,576
Total financial assets	68,778	80,802	92,394	241,974
Financial liabilities:				
Financial liabilities measured at FVTPL				
Derivative liabilities				
Foreign exchange forward contracts	—	5,710	—	5,710
Commodity futures	4,308	12,266	—	16,574
Others	—	—	6,974	6,974
Total financial liabilities	4,308	17,976	6,974	29,258

Per Share Information

Panasonic Holdings Corporation stockholders' equity per share.....	¥1,946.62
Earnings per share attributable to Panasonic Holdings Corporation stockholders (Basic)	¥ 190.21
Earnings per share attributable to Panasonic Holdings Corporation stockholders (Diluted).....	¥ 190.15

Additional Information

The Board of Directors of the Company made the following resolutions on March 29, 2024.

- To transfer all of the shares of Panasonic Automotive Systems, Co., Ltd. ("PAS"), a wholly-owned subsidiary of the Company, to Star Japan Acquisition Co., Ltd. ("New PAS Parent"), a company whose shares are indirectly wholly owned through funds managed by the Apollo Group, including Apollo Global Management, Inc. ("Apollo"), for the purpose of becoming a strategic partner with Apollo in the PAS business
- To enter into a shareholders agreement with Apollo and, also into a share purchase agreement with Star Japan Holdings Co., Ltd. ("PAS Holding Company"), which is the holding company that wholly owns the shares of New PAS Parent, for the Company's acquisition of 20% of the shares of PAS Holding Company.

On the closing date of the above transactions, which is scheduled to be completed by the end of the fiscal year ending March 31, 2025, PAS will no longer be a consolidated subsidiary of the Company and PAS Holding Company (including PAS which is to be a sub-subsidiary of PAS Holding Company) will become a company under the equity method of the Company. This is subject to the customary closing conditions including regulatory approvals.

Furthermore, in preparation for the above-mentioned transactions, the Company is planning to consolidate its businesses, assets, and other concerns within its consolidated subsidiaries engaged in the automotive business that are subject to the transaction, into PAS (with the exception of Ficosa International, S.A.).

Financial Statements on a Parent-Along Basis of the Company

Balance Sheet

(As of March 31, 2024)

(millions of yen)

Assets

Current assets	121,214
Cash and deposits	7,478
Other receivables	75,998
Short-term loan receivable from subsidiaries and affiliates	39,363
Other current assets	15,970
Allowance for doubtful receivables	(17,595)
 Fixed assets	 4,240,325
Net tangible fixed assets	235,378
Buildings	81,403
Structures	1,893
Machinery and equipment	2,603
Vehicles	75
Tools, furniture and fixtures	5,240
Land	129,679
Leased assets	265
Construction in progress	14,220
 Intangibles	 4,095
Patent and trademark rights	2,555
Software	1,274
Right of using facilities	266
 Investments and advances	 4,000,852
Investment securities	60,910
Shares in subsidiaries and affiliates	796,587
Investments in equity, other than capital stock	2,206
Investments in subsidiaries and affiliates	1,582,991
Allowance for investment loss	(740)
Long-term loan receivable from subsidiaries and affiliates	1,513,459
Prepaid pension costs	26,871
Deferred tax assets	93,689
Other investments and other assets	7,156
Allowance for doubtful receivables	(82,277)
 Total assets	 4,361,539

(millions of yen)

Liabilities

Current liabilities	1,675,394
Short-term loan payable from subsidiaries and affiliates	179,554
Current portion of bonds	208,130
Lease obligations	99
Other payables	5,133
Accrued expenses	85,354
Accrued income taxes	4,562
Advance receipts	11,524
Deposits received	1,150,806
Provision for bonuses	2,798
Provision for loss on business of subsidiaries and affiliates	13,737
Other current liabilities	13,697
Long-term liabilities	1,125,074
Bonds	1,064,065
Lease obligations	193
Long-term deposits received	2,081
Other long-term liabilities	58,735
Total liabilities	2,800,468
Net Assets	
Shareholders' equity	1,534,362
Common stock	259,445
Capital surplus	558,810
Legal capital surplus	705
Other capital surplus	558,105
Retained earnings	925,466
Legal reserve	62,536
Other retained earnings	862,930
Retained earnings brought forward	862,930
Treasury stock	(209,359)
Difference of valuation, translation and other adjustments	26,072
Unrealized holding gains (losses) of available-for-sale securities, etc.	26,794
Deferred gain (loss) on hedges	(722)
Stock acquisition rights	637
Total net assets	1,561,071
Total liabilities and net assets	4,361,539

Statement of Income

(From April 1, 2023 to March 31, 2024)

	(millions of yen)
Group management revenue	126,051
Dividends from subsidiaries and affiliates	79,156
Other operating revenue	57,971
Operating revenue	263,178
Operating expenses	(148,747)
Interest and dividend income	9,447
Other income.....	12,730
Interest expense.....	(9,754)
Other expense.....	(16,486)
Ordinary income	110,368
Extraordinary income	
Gain on sales of fixed assets.....	17,686
Gain on sales of investment securities	48,211
Extraordinary loss	
Allowance for doubtful receivables from subsidiaries and affiliates.....	(71,183)
Loss on valuation of shares in subsidiaries and affiliates	(11,866)
Provision for loss on business of subsidiaries and affiliates	(11,548)
Income before income taxes	81,668
Income taxes	
Current	30,606
Deferred.....	(1,690)
Net income	52,752

Statement of Changes in Net Assets

(From April 1, 2023 to March 31, 2024)

(millions of yen)

	Shareholders' equity						
	Common stock	Capital surplus			Retained earnings		
		Legal capital surplus	Other capital surplus	Total of capital surplus	Legal reserve	Other retained earnings Retained earnings brought forward	Total of retained earnings
Balances at beginning of period	259,274	533	558,153	558,686	54,950	893,626	948,576
Changes during the period							
Issuance of new shares	171	172		172			
Provision of legal reserve					7,586	(7,586)	–
Dividends from retained earnings						(75,862)	(75,862)
Net income						52,752	52,752
Repurchase of treasury stock							
Sale of treasury stock			(48)	(48)			
Net changes of items other than shareholders' equity							
Total changes during the period	171	172	(48)	124	7,586	(30,696)	(23,110)
Balances at end of period	259,445	705	558,105	558,810	62,536	862,930	925,466

	Shareholders' equity		Difference of valuation, translation and other adjustments			Stock acquisition rights	Total net assets
	Treasury stock	Total of shareholders' equity	Unrealized holding gains (losses) of available-for-sale securities, etc.	Deferred gain (loss) on hedges	Total of difference of valuation, translation and other adjustments		
Balances at beginning of period	(209,418)	1,557,118	33,362	(80)	33,282	698	1,591,098
Changes during the period							
Issuance of new shares		343					343
Provision of legal reserve		–					–
Dividends from retained earnings		(75,862)					(75,862)
Net income		52,752					52,752
Repurchase of treasury stock	(53)	(53)					(53)
Sale of treasury stock	112	64					64
Net changes of items other than shareholders' equity			(6,568)	(642)	(7,210)	(61)	(7,271)
Total changes during the period	59	(22,756)	(6,568)	(642)	(7,210)	(61)	(30,027)
Balances at end of period	(209,359)	1,534,362	26,794	(722)	26,072	637	1,561,071

Notes on the Basis of Presentation of Financial Statements on a Parent-Along Basis

Summary of Significant Accounting Policies

1. Standards and methods for valuation of assets
 - (1) Securities
 - Investments in subsidiaries and affiliates: valuation at cost, with cost determined by the moving average method
 - Other securities
 - Securities other than shares, etc. with no market price: market valuation method (The difference, net of tax, between acquisition cost and carrying market value of other securities is reported as a separate component of shareholders' equity. The cost of other securities sold is computed based on the moving average method.)
 - Shares, etc. with no market price: valuation at cost, with cost determined by the moving average method
 - (2) Derivatives
 - Fair value method
2. Method of depreciation and amortization of fixed assets
 - (1) Tangible fixed assets (Excluding leased assets)
 - Straight-line method
 - (2) Intangibles
 - Straight-line method
 - (3) Leased assets
 - (Finance leases other than those that transfer ownership rights)
 - Straight-line method over the lease term (useful life) with no residual value.
3. Accounting for allowances and provisions
 - (1) Allowance for doubtful receivables
 - Allowance for doubtful receivables is provided at an amount calculated based on historical experience, while specific allowances for doubtful receivables are provided for the estimated amounts considered to be uncollectible after reviewing individual collectability.
 - (2) Allowance for investment loss
 - Loss on investments in subsidiaries and affiliates in Japan and overseas is estimated according to Company's policies and taking into consideration the financial condition of those companies.
 - (3) Provision for bonuses
 - Provision for bonuses is provided at an amount calculated based on estimated bonus payments.
 - (4) Provision for loss on business of subsidiaries and affiliates
 - Provision for loss on business of subsidiaries and affiliates is provided at an estimated amount of loss.
 - (5) Provision for employee retirement and severance benefits
 - Provision for employee retirement and severance benefits are made based on the projected benefit obligation and pension fund assets at the year-end. Because as at March 31, 2024, the amount of pension fund asset exceeded the amount of projected benefit obligation adjusted by adding or reducing unrecognized actuarial gains and losses and unrecognized past service cost, the excess amount was recorded as prepaid pension costs. In calculating the projected benefit obligation, the Company attributed expected retirement benefits to periods of service up to fiscal 2024 on a straight-line basis.
 - Past service benefit is amortized on a straight-line basis over the average remaining service period of the employees. Actuarial loss is amortized in the succeeding years on a straight-line basis over the average remaining benefit payment period of the affected recipients.
 - However, actuarial losses, arising until the time of the transfer of a part of the past contributions in the Panasonic Group Defined Benefit Corporate Pension to a defined contribution plan, are amortized in the succeeding years on a straight-line basis over the average remaining service period of the employees.
4. Accounting for revenues and expenses

The Company applies the "Accounting Standard for Revenue Recognition" (ASBJ Statement No. 29, March 31, 2020) and "Implementation Guidance on Accounting Standard for Revenue Recognition" (ASBJ Guidance No. 30, March 26, 2021), and recognizes revenues from contracts with customers based on the following five-step approach.

 - Step 1: Identify the contract(s) with a customer
 - Step 2: Identify the performance obligations
 - Step 3: Determine the transaction price
 - Step 4: Allocate the transaction price to the performance obligations
 - Step 5: Recognize revenue when satisfying a performance obligation

As a holding company, the Company's primary business is managing the operations of its subsidiaries. In such management and operation services, the Company's performance obligation is to provide comprehensive and continuous support necessary for the subsidiaries to pursue their self-responsible management. As those performance obligations are satisfied over time, the related revenue is recognized over the contract period using the transaction prices determined based on the contracts.
5. Other significant items related to the preparation of financial statements
 - (1) Accounting treatment of deferred assets
 - Bond issuance cost The whole amount is considered as expenses when incurred.
 - (2) Basis of hedge accounting
 - The Company applies deferral hedge accounting as defined in the accounting standards for financial instruments to its foreign exchange contracts.
 - If interest rate and currency swaps satisfy requirements for integrated accounting treatment (designated hedge accounting, exceptional accounting treatment), the integrated accounting treatment has been applied.
 - (3) Application of the group tax sharing system
 - The Company applies a group tax sharing system.

Notes on the Balance Sheet

1. Accumulated depreciation of tangible fixed assets	¥	203,270	million
2. Guarantee obligations			
Guarantee obligations for payment obligations of subsidiaries and affiliates			
Panasonic Operational Excellence Co., Ltd.	¥	5,140	million
Panasonic Entertainment & Communication Co., Ltd.	¥	2,937	million
Others	¥	1,554	million
Total	¥	9,631	million
3. Receivables from and payables to subsidiaries and affiliates			
Short-term receivables from subsidiaries and affiliates	¥	98,117	million
Long-term receivables from subsidiaries and affiliates	¥	1,513,460	million
Short-term payables to subsidiaries and affiliates	¥	1,381,197	million
Long-term payables to subsidiaries and affiliates	¥	22	million

Notes on the Statement of Income

1. Transactions with subsidiaries and affiliates			
Operating revenue	¥	231,329	million
Operating expenses	¥	63,522	million
Transactions with subsidiaries and affiliates other than operating revenue and operating expenses.....	¥	45,906	million
2. Details regarding gain on sales of fixed assets			
Gain on sales of fixed assets is composed of gain on sales of land, etc.			
3. Details regarding gain on sales of investment securities			
Gain on sales of investment securities is composed of gain on sales of securities.			
4. Details regarding allowance for doubtful receivables from subsidiaries and affiliates			
Allowance for doubtful receivables from subsidiaries and affiliates is composed of the estimated amounts of receivables considered to be uncollectible from subsidiaries and affiliates.			
5. Details regarding provision for loss on business of subsidiaries and affiliates			
The amount of estimated future losses of subsidiaries and affiliates.			
6. Details regarding loss on valuation of shares in subsidiaries and affiliates			
Loss was incurred due to a reduction in the carrying amount of shares in subsidiaries and affiliates which had a significant decrease in substantial value and are not considered to be recoverable.			

Notes on the Statement of Changes in Net Assets

Type and number of shares of treasury stock as of the fiscal year-end			
Common stock		119,915,128	

Notes on Tax Effect Accounting

Breakdown of significant reasons for the recording of deferred tax assets and deferred tax liabilities:

(millions of yen)

Deferred tax assets	
Accrued expenses	1,099
Provision for bonuses	856
Depreciation and amortization	5,390
Allowance for doubtful receivables	30,561
Allowance for investment loss	226
Shares in subsidiaries and affiliates	134,180
Provision for loss on business of subsidiaries and affiliates	4,204
Foreign tax credit carryforwards	5,513
Tax loss carryforwards	2,940
Others	24,835
Total gross deferred tax assets	209,804
Valuation allowance on tax loss carryforwards	(2,835)
Valuation allowance on total deductible temporary differences	(85,464)
Total valuation allowance	(88,299)
Net deferred tax assets	121,505
Deferred tax liabilities	
Prepaid pension costs	(8,223)
Unrealized holding gains (losses) of available-for-sale securities, etc.	(11,779)
Others	(7,814)
Total gross deferred tax liabilities	(27,816)
Net deferred tax assets	93,689

Notes on Transactions with Related Parties

(millions of yen)

Classification	Related parties	Ownership including voting right	Relationship Between Panasonic Holdings Corporation and related parties	Transactions	Amount of transactions	Account	As of March 31, 2024
Subsidiary	Panasonic Global Treasury Center B.V.	*100.0%	Deposit and lending of funds with the Company's subsidiaries and affiliates	Interest income (Note 1)	3,664	Long-term loan receivable from subsidiaries and affiliates (Note 1)	737,084
Subsidiary	Panasonic Operational Excellence Co., Ltd.	100.0%	Contracted services for Group operations; Concurrent posts of executive officers	Outsourcing expenses (Note 2)	42,389	Accrued expenses (Note 2)	9,948

(Note) * (asterisk) indicates a ratio including indirect ownership.

Transaction terms and policies in deciding the transaction terms

(Note 1) Interests are determined through mutual agreement in reference to market interest rates. The repayment period is ten years, and the period will be automatically renewed thereafter.

(Note 2) Transaction terms are determined through mutual agreement in reference to personnel expenses and other necessary expenses concerning the operations.

Notes on Per Share Data

Net assets per share.....	¥	668.47
Net income per share.....	¥	22.60
Net income diluted per share.....	¥	22.59

Note on Application of Restrictions on Maximum Dividend Payments

The Company is subject to restrictions on maximum dividend payments on a consolidated basis.

Notes on Recognition and Measurement of Revenue

The same as described in "4. Accounting for revenues and expenses" of Summary of Significant Accounting Policies.

Other Notes

All monetary amounts have been rounded to the nearest million yen.

Additional Information

The same as described in "Additional Information" in the Notes to Consolidated Financial Statements.

Audit Report (from April 1, 2023 to March 31, 2024)

**Copy of Report of Accounting Auditors Concerning
Consolidated Financial Statements**

Independent Auditor's Report

May 8, 2024

To the Board of Directors of Panasonic Holdings Corporation:

KPMG AZSA LLC
Osaka Office, Japan

Takashi Kondo
Designated Limited Liability Partner
Engagement Partner
Certified Public Accountant

Masaki Hirota
Designated Limited Liability Partner
Engagement Partner
Certified Public Accountant

Masato Nakagawa
Designated Limited Liability Partner
Engagement Partner
Certified Public Accountant

Opinion

We have audited the consolidated financial statements, which comprise the consolidated statement of financial position, the consolidated statement of profit, the consolidated statement of changes in equity and notes to the consolidated financial statements of Panasonic Holdings Corporation and its consolidated subsidiaries (collectively referred to as "the Group"), as at March 31, 2024 and for the year from April 1, 2023 to March 31, 2024 in accordance with Article 444-4 of the Companies Act.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position and the results of operations of the Group for the period, for which the consolidated financial statements were prepared, in accordance with the second sentences of Article 120-1 of the Ordinance of Companies Accounting that prescribes some omissions of disclosure items required under International Financial Reporting Standards.

Basis for Opinion

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

Other Information

The other information comprises the business report and its supplementary schedules. Management is responsible for the preparation and presentation of the other information. Audit & Supervisory Board Members and Audit & Supervisory Board are responsible for overseeing the directors' performance of their duties with regard to the design, implementation and maintenance of the reporting process for the other information.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

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

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the second sentences of Article 120-1 of the Ordinance of Companies Accounting that prescribes some omissions of disclosure items required under International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern in accordance with the second sentences of Article 120-1 of the Ordinance of Companies Accounting that prescribes some omissions of disclosure items required under International Financial Reporting Standards.

Audit & Supervisory Board Members and Audit & Supervisory Board are responsible for overseeing the directors' performance of their duties with regard to the design, implementation and maintenance of the Group's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The selection and application of audit procedures depends on the auditor's judgment.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, while the objective of the audit is not to express an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate whether the presentation and disclosures in the consolidated financial statements are in accordance with the second sentences of Article 120-1 of the Ordinance of Companies Accounting that prescribes some omissions of disclosure items required under International Financial Reporting Standards, the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and

whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

We also provide Audit & Supervisory Board Members and Audit & Supervisory Board with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

Interest required to be disclosed by the Certified Public Accountants Act of Japan

We do not have any interest in the Group which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

Notes to the Reader of Independent Auditor's Report:

The Independent Auditor's Report herein is the English translation of the Independent Auditor's Report as required by the Companies Act for the conveniences of the reader.

Copy of Report of Accounting Auditors

Independent Auditor's Report

May 8, 2024

To the Board of Directors of Panasonic Holdings Corporation:

KPMG AZSA LLC
Osaka Office, Japan

Takashi Kondo
Designated Limited Liability Partner
Engagement Partner
Certified Public Accountant

Masaki Hirota
Designated Limited Liability Partner
Engagement Partner
Certified Public Accountant

Masato Nakagawa
Designated Limited Liability Partner
Engagement Partner
Certified Public Accountant

Opinion

We have audited the financial statements, which comprise the balance sheet, the statement of income, the statement of changes in net assets and notes on the basis of presentation of the financial statements on a parent-alone basis, and the accompanying supplementary schedules ("the financial statements and the accompanying supplementary schedules") of Panasonic Holdings Corporation ("the Company") as at March 31, 2024 and for the year from April 1, 2023 to March 31, 2024 in accordance with Article 436-2-1 of the Companies Act.

In our opinion, the financial statements and the accompanying supplementary schedules referred to above present fairly, in all material respects, the financial position and the results of operations of the Company for the period, for which the financial statements and the accompanying supplementary schedules were prepared, in accordance with accounting principles generally accepted in Japan.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements and the Accompanying Supplementary Schedules* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Japan, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The other information comprises the business report and its supplementary schedules. Management is responsible for the preparation and presentation of the other information. Audit & Supervisory Board Members and Audit & Supervisory Board are responsible for overseeing the directors' performance of their duties with regard to the design, implementation and maintenance of the reporting process for the other information.

Our opinion on the financial statements and the accompanying supplementary schedules does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements and the accompanying supplementary schedules, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements and the accompanying supplementary schedules or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of Management and Audit & Supervisory Board Members and Audit & Supervisory Board for the Financial Statements and the Accompanying Supplementary Schedules

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

In preparing the financial statements and the accompanying supplementary schedules, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern in accordance with accounting principles generally accepted in Japan.

Audit & Supervisory Board Members and Audit & Supervisory Board are responsible for overseeing the directors' performance of their duties with regard to the design, implementation and maintenance of the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements and the Accompanying Supplementary Schedules

Our objectives are to obtain reasonable assurance about whether the financial statements and the accompanying supplementary schedules as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements and the accompanying supplementary schedules.

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

- Identify and assess the risks of material misstatement of the financial statements and the accompanying supplementary schedules, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The selection and application of audit procedures depends on the auditor's judgment.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, while the objective of the audit is not to express an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements and the accompanying supplementary schedules or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate whether the presentation and disclosures in the financial statements and the accompanying supplementary schedules are in accordance with accounting standards generally accepted in Japan, the overall presentation, structure and content of the financial statements and the accompanying supplementary schedules, including the disclosures, and whether the financial statements and the accompanying supplementary schedules represent the underlying transactions and events in a manner that achieves fair presentation.

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

We also provide Audit & Supervisory Board Members and Audit & Supervisory Board with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

Interest required to be disclosed by the Certified Public Accountants Act of Japan

We do not have any interest in the Company which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

Notes to the Reader of Independent Auditor's Report:

The Independent Auditor's Report herein is the English translation of the Independent Auditor's Report as required by the Companies Act of Japan for the conveniences of the reader.

Copy of Report of the Audit & Supervisory Board

Audit Report

The Audit & Supervisory Board, having received a report from each audit & supervisory board member on the method and results of his or her audit on the performance of duties of directors during the 117th fiscal period from April 1, 2023 to March 31, 2024, and, as a result of discussion, does hereby report the results of audit as follows:

1. Method and details of audit conducted by audit & supervisory board members and the Audit & Supervisory Board

- (1) In addition to formulating audit policy and annual audit plans and receiving reports concerning the status and results of audits conducted by each audit & supervisory board member, the Audit & Supervisory Board received reports from directors and the accounting auditors regarding the performance of their duties and sought explanations when deemed necessary.
- (2) Each audit & supervisory board member, in accordance with audit standards, policy and plans formulated by the Audit & Supervisory Board, sought to facilitate mutual understanding with directors, the internal auditing group and other employees, gathered information and worked to improve the environment for conducting audits, making use of methods including use of the telephone line and the internet. Accordingly, the audit & supervisory board members conducted the following audit:
 - (i) In addition to attending meetings of the Board of Directors and other important meetings, the audit & supervisory board members received reports from directors, the internal auditing group and other employees regarding the performance of their duties, and when deemed necessary, sought explanations, perused important documents including those subject to executive approval, and conducted examinations of conditions of business and assets of the head office and other major business offices. With respect to subsidiaries, the audit & supervisory board members sought to facilitate mutual understanding and exchange of information with the directors and audit & supervisory board members of subsidiaries, and when deemed necessary, received reports concerning the business of subsidiaries, visited their head offices and other major business offices, and conducted inquiries.
 - (ii) The audit & supervisory board members also periodically received reports from directors and other employees, sought explanations as necessary, and expressed their opinions regarding the contents of resolutions by the Board of Directors concerning the development of systems stipulated in Article 100, Paragraphs 1 and 3 of the Enforcement Regulations of the Companies Act, which are necessary to ensure that directors' performance of their duties is in conformity with laws and regulations and the Articles of Incorporation of the Company and to ensure the appropriateness of operations of the Company and its subsidiaries, as described in the business report, as well as the status of the building and management of the system developed pursuant to such resolutions (internal control system). In addition, the audit & supervisory board members received reports and sought explanations from directors and other employees of subsidiaries of the Company as necessary with regard to the status of building and management of the system, and expressed their opinions.
 - (iii) The audit & supervisory board members examined the contents of the basic policy presented in the business report stipulated in Article 118, Item 3(a) of the Enforcement Regulations of the Companies Act, and each measure stipulated in Article 118, Item 3(b) of said act, in light of the status of discussions by the Board of Directors and others.
 - (iv) The audit & supervisory board members monitored and examined the independence of the accounting auditors and the appropriateness of audits conducted. They also discussed on the audit matters, received reports from the accounting auditors concerning the status of progress of the audits and performance of their duties, and when deemed necessary, sought their opinions. In addition, the audit & supervisory board members received notice from the accounting auditors that the system to ensure the appropriateness of duties performed by accounting auditors (as stipulated in Article 131 of the Ordinance of Companies Accounting) is in accordance with standards prescribed by laws and regulations and standards related to quality management for accounting audits, and when deemed necessary, sought their opinions.

Based on the above methods, the audit & supervisory board members conducted examinations of the Company's business report related to the fiscal period under review, the supplementary schedules, financial statements on a parent-alone basis (balance sheet, statement of income, statement of changes in shareholders' equity, and notes on the basis of presentation of financial statements on a parent-alone basis), the supplementary schedules, and consolidated financial statements (consolidated statements of financial position, consolidated statements of profit, consolidated statements of changes in equity, and notes to consolidated financial statements).

2. Results of Audit

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

In the opinion of the Audit & Supervisory Board:

 - (i) The contents of the business report and its supplementary schedules present fairly the position of the Company pursuant to laws and regulations and the Articles of Incorporation.
 - (ii) With regard to the performance of duties of directors, no unfair conduct, nor any material breach of laws, regulations or the Company's Articles of Incorporation has been found.
 - (iii) The details of resolutions approved by the Board of Directors concerning the internal control system are proper and fair; in addition, no matters that necessitate comment have been found regarding the details defined in the Company's business report and performance of duties of directors both with respect to the internal control system.
 - (iv) No matters that necessitate comment have been found regarding the Policy on Control of the Company presented in the Company's business report.
- (2) Results of audit of the financial statements and the supplementary schedules, and the consolidated financial statements
The method of audit employed by the accounting auditors KPMG AZSA LLC and the results thereof are proper and fair.

May 9, 2024

Audit & Supervisory Board
Eiji Fujii (Seal)
Senior Audit & Supervisory
Board Member
Akihiro Eto (Seal)
Audit & Supervisory Board
Member
Setsuko Yufu (Seal)
Audit & Supervisory Board
Member

Hidetoshi Baba (Seal)
Senior Audit & Supervisory Board
Member
Akihiko Nakamura (Seal)
Audit & Supervisory Board
Member

Disclaimer Regarding Forward-Looking Statements

This Notice includes forward-looking statements about Panasonic Holdings Corporation (Panasonic HD) and its Group companies (the Panasonic Group). To the extent that statements in this Notice do not relate to historical or current facts, they constitute forward-looking statements. These forward-looking statements are based on the current assumptions and beliefs of the Panasonic Group in light of the information currently available to it, and involve known and unknown risks, uncertainties and other factors. Such risks, uncertainties and other factors may cause the Panasonic Group's actual results, performance, achievements or financial position to be materially different from any future results, performance, achievements or financial position expressed or implied by these forward-looking statements. Panasonic HD undertakes no obligation to publicly update any forward-looking statements after the date of this Notice. Investors are advised to consult any further disclosures by Panasonic HD in its subsequent filings under the Financial Instrument and Exchange Act of Japan (the FIEA) and other publicly disclosed documents.

The risks, uncertainties and other factors referred to above include, but are not limited to, economic conditions, particularly consumer spending and corporate capital expenditures in the Americas, Europe, Japan, China and other Asian countries; occurrence and continuation of supply disruption or soaring prices of raw materials or transportation; the possibility that excessive currency rate fluctuations of the U.S. dollar, the euro, the Chinese yuan and other currencies against the yen may adversely affect costs and prices of Panasonic Group's products and services and certain other transactions that are denominated in these foreign currencies; the possibility of the Panasonic Group incurring additional costs of raising funds, because of changes in the fund raising environment including interest rate fluctuations; the possibility of the Panasonic Group not being able to respond to rapid technological changes and changing consumer preferences with timely and cost-effective introductions of new products in markets that are highly competitive in terms of both price and technology; the possibility of not achieving expected results or incurring unexpected losses in connection with the alliances or mergers and acquisitions; the possibility of not being able to achieve its business objectives through joint ventures and other collaborative agreements with other companies, including due to the pressure of price reduction exceeding that which can be achieved by its effort and decrease in demand for products from business partners which the Panasonic Group highly depends on in BtoB business areas; the possibility of not achieving expected benefits in connection with the transition to a new organizational system in which Panasonic HD is a holding company; the possibility of the Panasonic Group not being able to maintain competitive strength in many product and geographical areas; the possibility of incurring expenses or losses resulting from any defects or quality frauds in products or services of the Panasonic Group; the possibility that the Panasonic Group may face intellectual property infringement by third parties or intellectual property infringement claims by third parties; the possibility that change or tightening of current and potential, direct and indirect restrictions imposed in Japan or other countries over trade, manufacturing, labor and operations may adversely affect business operations of Panasonic Group and its supply chain; failures in proper tackling of regulations and policies introduced or strengthened with respect to environmental issues including climate change or responsible procurement activities (human rights, labor, health and safety, global environmental conservation, information security, corporate ethics, etc.) in the supply chain; restrictions, costs or legal liability relating to introduction or tightening of laws and regulations; fluctuations in market prices of securities and other financial assets in which the Panasonic Group has holdings or changes in valuation of non-financial assets, including property, plant and equipment, goodwill and deferred tax assets; future changes or revisions to accounting policies or accounting rules; the possibility of incurring expenses resulting from a leakage of customers' or confidential information from systems of Panasonic Group or its supply chain, service suspension or vulnerability of network-connected products due to unauthorized system access and cyberattacks etc.; the possibility not being able to acquire the necessary human resources to promote management strategies and prevent the outflow of existing employees; the possibility that the spread of infections including the novel coronavirus infections may adversely affect business activities of the Panasonic Group; volatility in demand for electronic equipment and components from business and industrial customers, as well as consumers in many product and geographical markets ; occurrence of events that may negatively impact business activities of the Panasonic Group, including large-scale natural disasters, prevalence of infectious diseases throughout the world and terrorism or wars. The factors listed above are not all-inclusive and further information is contained in the most recent English translated version of Panasonic HD's securities reports under the FIEA and any other documents which are disclosed on its website.