

January 29, 2016

To All Persons Concerned,

Name of Company: Kyocera Corporation  
Name of Representative: Goro Yamaguchi, President and Director  
(Code number: 6971, The First Section of the Tokyo Stock Exchange)  
Person for Inquiry: Shoichi Aoki  
Director, Managing Executive Officer and General Manager of  
Corporate Financial and Accounting Group  
(Tel: +81-75-604-3500)

**Notice Relating to Reorganization (Mergers and Corporate Split) of Kyocera Group**

Kyocera Corporation (the “Company”), at a meeting of its Board of Directors held on January 29, 2016, resolved that it will restructure the Company’s business as described below, effective as from April 1, 2016.

- (1) Kyocera Circuit Solutions, Inc. (“Kyocera Circuit Solutions”) and Kyocera Chemical Corporation (“Kyocera Chemical”), both of which are wholly owned consolidated subsidiaries of the Company, will be merged into the Company; and
- (2) The business unit engaged in the sale of photovoltaic power generation equipment will be separated by means of a corporate split from Kyocera Solar Corporation, a wholly owned consolidated subsidiary of the Company engaged in the sale of photovoltaic power generation equipment and contracting relating to photovoltaic power generation systems for the Japanese market, and such business unit shall be succeeded to by the Company.

The above mergers and corporate split transactions constitute simplified or short form transactions, and accordingly certain parts of the disclosure are omitted.

1. Purpose of Restructuring

Kyocera Circuit Solutions develops, manufactures and sells organic packages and multilayer printed wiring boards for semiconductor devices. Kyocera Chemical develops, manufactures and sells materials for semiconductors and chemical materials. The purpose of the restructuring is to improve efficiency by integrating the businesses of these companies and the business unit engaged in the sale of photovoltaic power generation systems of Kyocera Solar Corporation with the Company, and to enhance the development of new products and markets and further expand these businesses through pursuit of synergistic effects.

## 2. Outline of Restructuring

### (1) Mergers of Kyocera Circuit Solutions and Kyocera Chemical

#### (i) Schedule of mergers

Meeting of Board of Directors of Kyocera Chemical to approve merger agreement January 21, 2016

Meeting of Board of Directors of Kyocera Circuit Solutions to approve merger agreement January 23, 2016

Meeting of Board of Directors of the Company to approve merger agreements January 29, 2016

Execution of merger agreements January 29, 2016

(Note) Each of the Company, Kyocera Circuit Solutions and Kyocera Chemical will undertake these mergers without approval of a general shareholders' meeting pursuant to Article 796, paragraph 2 of the Companies Act (simplified merger) (in the case of the Company) and Article 784, paragraph 1 of the Companies Act (short form merger) (in the case of Kyocera Circuit Solutions and Kyocera Chemical).

Effective date of mergers April 1, 2016 (Scheduled)

Application for registration of mergers in the commercial register April 1, 2016 (Scheduled)

#### (ii) Method of mergers

In the mergers, the Company will be a surviving company, and Kyocera Circuit Solutions and Kyocera Chemical will be dissolved.

#### (iii) Merger ratio and delivery of cash due to mergers

Each of the mergers is between the Company and a wholly owned subsidiary thereof, and accordingly no new shares will be issued and no cash due to mergers shall be delivered.

#### (iv) Treatment of warrants and bonds with warrants in mergers.

N/A

## (v) Outlines of parties to mergers (as of December 31, 2015)

1) Name	Kyocera Corporation	Kyocera Circuit Solutions, Inc.	Kyocera Chemical Corporation
2) Principal Office	Fushimi-ku, Kyoto	Fushimi-ku, Kyoto	Shinagawa-ku, Tokyo
3) Name and Title of Representatives	Goro Yamaguchi President and Director	Kazuyuki Nada President and Director	Kazuhiro Sawai President and Director
4) Principal Businesses	Fine Ceramic Parts Group Semiconductor Parts Group Applied Ceramic Products Group Electronic Device Group Telecommunications Equipment Group	Development, manufacture and sale of organic packages and multilayer printed wiring boards for semiconductor devices	Development, manufacture and sale of materials for semiconductors and chemical materials
5) Capital Amount	115,703 million yen	4,000 million yen	10,172 million yen
6) Date of Incorporation	April 1959	August 2003	October 1974
7) Number of Shares Issued and Outstanding (As of September 30, 2015)	377,618,580 shares (of which 10,759,185 shares are treasury stock)	160,001 shares (there is no treasury stock)	45,045,000 shares (there is no treasury stock)
8) Fiscal Year End	March 31	March 31	March 31
9) Major Shareholders and Their Share Ownership Ratios	<ul style="list-style-type: none"> <li>▪ The Master Trust Bank of Japan, Ltd. (Trust Account) 9.05%</li> <li>▪ Japan Trustee Services Bank, Ltd. (Trust Account) 5.76%</li> <li>▪ State Street Bank and Trust Company 5.73%</li> <li>▪ The Bank of Kyoto, Ltd. 3.94%</li> <li>▪ Kazuo Inamori 3.06%</li> </ul> (Shareholding ratios are calculated after deduction of treasury shares as of September 30, 2015)	Kyocera Corporation 100%	Kyocera Corporation 100%

(vi) Performance and financial condition for most recent fiscal year (year ended March 31, 2015)

(Millions of Yen)

	Kyocera Corporation	Kyocera Circuit Solutions, Inc.*	Kyocera Chemical Corporation
Total Equity	1,791,255	25,960	15,557
Total Assets	2,251,316	52,840	19,818
Total Equity per Share (yen)	4,882.65	162,248.30	345.36
Net Sales	634,984	53,083	13,426
Profit (loss) from Operations	21,970	(2,490)	594
Recurring Profit	82,591	(1,767)	1,617
Net Income	67,681	(1,412)	1,114
Net Income per Share (yen)	184.49	(8,822.70)	24.72

\* On October 1, 2014, Kyocera SLC Technologies Corporation absorbed former Kyocera Circuit Solutions, Inc., and changed the name to Kyocera Circuit Solutions, Inc. as the succeeding company. The above table shows performances after its merger.

(vii) Company following mergers

There will be no change in the trade name, business, location of headquarters, representative directors, capital amount or fiscal year end of the Company as a result of the mergers.

(viii) Forecasts

Because these mergers are between the Company and wholly owned subsidiaries thereof, and the effective date of the mergers is scheduled to be April 1, 2016, the mergers will have no impact on the financial forecast of the Company for the fiscal year ending March 31, 2016.

(2) Corporate split of Kyocera Solar Corporation

(i) Schedule of corporate split

Meeting of Board of Directors of Kyocera Solar Corporation January 27, 2016  
to approve agreement for corporate split

Meeting of Board of Directors of the Company to approve January 29, 2016  
agreement for corporate split

Execution of agreement for corporate split January 29, 2016

(Note) Each of the Company and Kyocera Solar Corporation will undertake the corporate split without approval of a general shareholders' meeting pursuant to Article 796, paragraph 2 of the Companies Act (simplified corporate split) (in the case of the Company) and Article 784, paragraph 1 of the Companies Act (short form corporate split) (in the case of Kyocera Solar Corporation).

Effective Date of corporate split April 1, 2016 (Scheduled)

Application for register of corporate split in the commercial April 1, 2016 (Scheduled)  
register

(ii) Method of corporate split

1) Method of corporate split

This will be an “absorption-type corporate split”, in which the Company will be the succeeding company, and Kyocera Solar Corporation, an existing wholly-owned subsidiary of the Company, will be the splitting company.

2) Reason for choosing corporate split method

The Company considers this method most appropriate to consolidate a portion of the businesses of Kyocera Solar Corporation, a wholly owned subsidiary of the Company.

(iii) Allocation of shares in corporate split

Because Kyocera Solar Corporation is a wholly-owned subsidiary of the Company and the method of corporate split will be an “absorption-type corporate split”, no allocation of new shares will be made in the corporate split.

(iv) Treatment of warrants and bonds with warrants in corporate split

N/A

(v) Increase or decrease in capital in corporate split

There will be no change in the Company's capital amount as a result of the corporate split.

- (vi) Rights and obligations to be succeeded to by succeeding company (i.e., the Company)  
As of the effective date of the corporate split, the Company will succeed to all assets and liabilities, and all rights and obligations under agreements and contracts, which belong to the divisions for sales of photovoltaic power generation equipment and management business, and technical center of the Kyocera Solar Corporation.
- (vii) Expectation of performance of obligations
- 1) Splitting company (i.e., Kyocera Solar Corporation)  
Taking into consideration the amounts of assets, liabilities and net assets of Kyocera Solar Corporation, the Company judges that there is no doubt with respect to certainty of performance of obligations by Kyocera Solar Corporation.
  - 2) Succeeding company (i.e., the Company)  
Taking into consideration the amounts of assets, liabilities and net assets of the Company, and also the amount of assets, liabilities and net assets to which it will succeed from Kyocera Solar Corporation, the Company judges that there is no doubt with respect to certainty of performance of obligations by the Company.
- (viii) New directors and statutory auditors of the Company from the splitting company (i.e., Kyocera Solar Corporation)  
There will be no new director or statutory auditor of the Company from Kyocera Solar Corporation.
- (ix) Outline of business to be succeeded as a result of corporate split
- 1) Substance of business of divisions for sales of photovoltaic power generation equipment, management business, and technical center of Kyocera Solar Corporation  
Sales of photovoltaic power generation equipment and ancillary equipment, and management and after sales maintenance business incidental thereto.
  - 2) Business results of the business unit engaged in the sale of photovoltaic power generation equipment of Kyocera Solar Corporation for the fiscal year ended March 31, 2015  
Sales of the business unit engaged in the sale of photovoltaic power generation equipment of Kyocera Solar Corporation for the fiscal year ended March 31, 2015 were 140,781 million yen, which is equivalent to 22.2% of the Company's sales of 634,984 million yen for the same period.

3) Assets and liabilities to be transferred and amounts thereof (as of September 30, 2015):

(Millions of Yen)

Assets		Liabilities	
Item	Book Value	Item	Book Value
Current Assets	27,499	Current Liabilities	25,095
Fixed Assets	636	Fixed Liabilities	23
Total	28,135	Total	25,118

\*The amount of the succeeded assets (28,135 million yen) as of September 30, 2015 is equivalent to 1.2% of the Company's total assets (2,272,957 million yen) as of the same day.

(x) Outline of companies which are parties to corporate split (as of December 31, 2015)

As for the Company (the succeeding company), this is the same as the surviving company in the above-mentioned mergers.

Outline of splitting company (as of December 31, 2015)

1) Name	Kyocera Solar Corporation
2) Principal Office	Fushimi-ku, Kyoto
3) Name and Title of Representatives	Masaharu Goto President and Director
4) Principal Businesses	Sales of photovoltaic power generation equipment and contracting relating to photovoltaic power generation systems
5) Capital Amount	310 million yen
6) Date of Incorporation	September 1996
7) Number of Shares Issued and Outstanding (As of September 30, 2015)	6,001 shares (there is no treasury stock)
8) Fiscal Year End	March 31
9) Major Shareholders and Their Share Ownership Ratio	Kyocera Corporation 100%

(xi) Performance and financial condition for most recent fiscal year

With respect to the Company (the succeeding company), this is the same as the surviving company in the above-mentioned mergers.

Business results and financial condition of splitting company.

(Millions of Yen)

Fiscal Year Ended March 31, 2015	Kyocera Solar Corporation
Total Equity	14,209
Total Assets	86,186
Total Equity per Share (yen)	2,367,802.41
Net Sales	161,662
Profit from Operations	4,213
Recurring Profit	4,303
Net Income	2,745
Net Income per Share (yen)	457,398.80

(xii) Company's situation after corporate split

- 1) There will be no change in trade name, business, location of headquarters, representative directors, capital amount or fiscal year end of the Company as a result of the corporate split.
- 2) Impact to balance sheet of the Company

The amount of the total assets of the Company will increase by the amount of assets to which it will succeed from Kyocera Solar Corporation as a result of the corporate split.

(xiii) Impact on business results

Because the corporate split is between the Company and a wholly-owned subsidiary thereof, and the effective date thereof is scheduled to be April 1, 2016, the corporate split will have no impact on the financial forecast of the Company for the fiscal year ending March 31, 2016.