

# 14th Ordinary General Meeting of Shareholders

## Date

**11 am** (Reception starts from 10 am)  
**Friday, June 22, 2018**

## Venue

**NOVA HALL**  
**1-10-1 Azuma, Tsukuba, Ibaraki, Japan**  
(Please refer to the map on the end page.)

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## CYBERDYNE, INC.

This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

The Japanese original were audited by Deloitte Touche Tohmatsu LLC.



Yoshiyuki Sankai  
President and CEO  
CYBERDYNE, INC.

2-2-1 Gakuen-minami,  
Tsukuba, Ibaraki, Japan

## Notice of 14th Ordinary General Meeting of Shareholders

We would like to take this opportunity to thank you for your support towards our endeavors.

You are cordially invited to the 14th Ordinary General Meeting of CYBERDYNE, INC. (the "Company"), which will be held as detailed below.

Date

**11am** (Reception starts from 10 am) **Friday, June 22, 2018**

Venue

**NOVA HALL, 1-10-1, Azuma, Tsukuba, Ibaraki**  
(Please refer to the map on the end page)

Agenda

<Matters to be reported>

The Business report, non- consolidated financial statements, consolidated financial statements and audit reports on the consolidated financial statements by the Independent Auditors (certified public accountants) and Audit and Supervisory Board for the 14th fiscal year ended March 31, 2018.

**【Disclosure via the internet】**

I. Among the documents and matters to be included in this Notice of the 14th Ordinary General Meeting of Shareholders ("this Notice" or "the Notice"), the following matters and documents are posted on "Internet disclosure related to the Notice of the 14th Ordinary General Meeting of Shareholders" of the Company's website (see below), pursuant to the provisions of laws, regulations and Article 22 of CYBERDYNE's Article of Incorporation. Therefore, they are not included in the documents provided in this Notice.

1. Business report items

- Items concerning stock acquisition rights
- System to ensure the properness of the business and its status of operation

2. Consolidated statement of changes in equity and related notes for the consolidated financial statements

3. Statements of changes in equity and related notes for the non-consolidated financial statements

The Company's business report, the consolidated financial statements and non-consolidated financial statements which the Audit and Supervisory Members audited, therefore were separately exhibited in this Notice and Items 1., 2., and 3. stated above were exhibited in the Internet disclosure related to the Notice of the 14th Ordinary General Meeting of Shareholders"

II. If any incidents that require the revision of the enclosed documents occur after these documents are mailed out, they will be announced on CYBERDYNE's website.

**Website of CYBERDYNE,INC. <http://www.cyberdyne.jp/english/company/IR.html>**

● To the shareholders attending the meeting

Please bring the enclosed attendance form and submit it at the reception of the meeting. Please also bring this invitation to serve as the program for the meeting.

## Business Report (from April 1, 2017 to March 31, 2018)

All forward-looking statements included in this explanation were determined reasonable by CYBERDYNE, INC. (“the Company”) and its group companies (with the Company, collectively referred to as “the Group”) based on currently available information for the consolidated fiscal year ended March 31, 2018 and certain assumption made by the Group.

### I Current status of the Group

#### 1. Process and outcome of the business

The Group continues to research, develop and socially implement Cybernic Technology\* (See below) that combines and fuses people, robots and information in the medical, nursing-care and living support (at home and in work environments) fields.

*\*“Cybernic” (adjective: Cybernic) is a new academic field that is centered around cybernetics, mechatronics and informatics fused/combined with various other fields including brain/neuroscience, robotics, biology, behavioral science, psychology, law, ethics, and business administration. Cybernic is championed by Yoshiyuki Sankai, a professor at the University of Tsukuba in Japan. Cybernic Technology means a practical application of Cybernic to technology.*

Cybernic connects humans, robots and information functionally and establishes physical, informative and biological interaction. Utilizing Cybernic, the Group pursues to sophisticate existing Society 5.0, that is, a super smart society where a cyberspace (virtual world) and a physical space (real world) are fused, into Society 5.0/5.1 where "humans" is centered and combined to a cyber-physical space of Society 5.0.

#### Major business lines of the Group (As of March 31, 2018)

The major business lines of the Group are as follows.

- Business related to R&D, manufacture, and sales of Cybernic System and so on for medical and welfare industry
- Business related to R&D, manufacture and sales of Cybernic System and so on for living support fields (at home and in work environments)
- Business related to treatment services for functional improvement using Cybernic System
- Business related to training using Cybernic System

#### Medical fields

The Group continued business promotion of HAL for Medical Use Lower Limb Type (“Medical HAL”) Double-Leg Model, which is designed as a device to improve ambulation. In Japan, Medical HAL is used mainly for treatment of intractable neuromuscular diseases, which is now covered by public health insurance. The device is promoted to hospitals that would become the “base” hospitals for the treatment with the device in Japan. In line with this promotion, an investigator initiated clinical trial on the use of Medical HAL Single-Leg Model for stroke patients, which commenced in September 2016, is in process.

In Europe, the Group already acquired medical device certification for Medical HAL for a wider range of diseases such as stroke, spinal cord injury and intractable neuromuscular diseases etc. The Group has been providing the medical treatment service with the device covered by public workers compensation insurance in Germany.

The Group is taking procedures to obtain public health insurance coverage in the country. Furthermore, a private insurer started providing insurance coverage for the treatment with Medical HAL in Poland in July 2017.

In the United States, the Group obtained marketing clearance from U.S. Food and Drug Administration ("FDA") in December 2017. Upon this clearance, the following points were reflected.

- The Indication for Use: Medical HAL is a gait training device intended to temporarily improve ambulation upon completion of the HAL gait training intervention.

Note 1: Other devices in the category are intended to enable individuals to perform ambulatory functions while it is worn.

Note 2: Long term use of over 12 weeks (60 treatment sessions) has not been clinically tested and therefore the term "temporarily" is used.

- The therapeutic effects: The results of HAL gait training intervention suggest a statistically significant improvement in the gait related outcome measures collected without wearing HAL, and clinical significance was acknowledged.

Following this announcement of the FDA marketing clearance, the Company set up a joint venture, CYBERDYNE & BROOKES, Inc., with Brooks Rehabilitation, which is known as one of the busiest rehabilitation hospital groups in the U.S. The Group created Cybernic Treatment Center in Jacksonville, Florida in March 2018, to provide the treatment service with Medical HAL. The Group regards this as its first step to disseminate the treatment services with Medical HAL in the U.S., which is the largest medical device market in the world.

In another region, the Group obtained medical device approval for manufacturing and marketing of Medical HAL from The Saudi Food and Drug Authority in August 2017. Treatment with Medical HAL commenced in Abdul Latif Jameel Hospital, which is a hospital owned by the Company's business partner Abdul Latif Jameel Group.

As of the end of March 2018, 257 units of Medical HAL were in operation in Japan and foreign countries including those used for clinical researches. Out of the aforementioned number, 68 units were rented out in Japan.

With regards to the light-weighted and compact HAL for Well-being Single Joint Type, 234 units were in operation as of the end of March 2018 and most of the units are used in the hospitals for clinical researches. HAL for Well-being Single-Join Type is a device designed to be applied on the knee or the elbow, a proposal on an investigator-initiated clinical trial towards a treatment with the device for acute stage stroke led by Kyoto University Hospital as the representative research and development institution was adopted by Japan Agency for Medical Research and Development ("AMED") for its solicited project in October 2017. Once this clinical trial is complete, the Group will go through necessary steps to obtain a medical device approval for this device. For Vital Sensor, which is a palm-size device for monitoring indices of arteriosclerosis and electrocardiogram, the Group completed making arrangements with the Pharmaceuticals and Medical Devices Agency about the necessary procedures to obtain a medical device approval and entered into the final phase of preparing necessary documents.

## **Welfare field**

In the field of welfare, HAL for Well-being Lower Limb Type was introduced as the successor model of HAL for Living Support Lower Limb Type in April 2018. These devices are designed for chronic stage patients with disability in their lower limbs or the users with weakened lower limb functions. HAL for Well-being induces the improvement in the lower limb function. As of the end of March 2018, 398 units of HAL for Well-being Lower Limb Type and HAL for Living Support Lower Limb Type were in operation. The Group also started to market its new product, HAL Lumbar Type for Well-being in October 2017. This product is capable of inducing the maintenance and improvement of the weakened bodily functions of a care receiver in the core and lower body. Quality of his/her life will improve with this product, as it would enable him/her to stand and sit without the help of caregivers. It will also greatly reduce the physical burden of the caregivers. 51 units of HAL Lumbar Type Well-being were in operation as of the end of March 2018.

Furthermore, in January 2018, the Group announced to commence selling of Cyin™ for Living Support (“Cyin”). Cyin applied the technology of HAL to allow patients with difficulties in verbal communication or physical movement due to disease etc., to transmit their intention and operate other communication and environmental control devices, such as a nurse call button. The Group delivered Cyin to 11 patients’ associations/support associations of patients (as a donation from Daido Life Insurance Company) who helped the clinical research of Cyin and HAL Systems. The Group is currently making preparation for selling devices in the general market. The Group will develop Cyin even more, so that it could be used by more patients with difficulties in verbal communication or physical movement due to diseases, etc. The Group also plans to evolve the technology of Cyin as a highly sophisticated sensing device that can analyze and process vital information such as bio-electrical signals.

Regarding HAL Lumbar Type for Care Support that reduces the load on the lower back of caregivers and would result in improvement of the work environment at care facilities that suffer from high turnover rates, 796 units were in operation as of the end of March 2018. The Ministry of Health, Labor and Welfare of Japan added a category "Wearable-Transferring Aid devices", within which HAL Lumbar Type for Care Support falls into a list of eligible products to its subsidy program to secure human resources in care facilities. The Company anticipates an increase in the operating number of HAL Lumbar Type for Care Support.

### **Living support field (at home and in work environments)**

In the field of living support, the Group focuses its development on labor support. HAL Lumbar Type for Labor Support is utilized to reduce the load on the lower back of workers and improve the work environment in order to maintain the labor force in distribution warehouses, construction sites and factories of various types, which suffer from serious shortage of labor force as a result of an aging population and declining birthrate. The new model (LB03) that was announced in November 2017 is expected to significantly multiply the usage scenes of HAL Lumbar Type for Labor Support. This new model with waterproof and dust proof functions will allow the product to be used in various situations such as rainy or dusty outdoor construction sites and humid indoor sites. Since the end of December 2017, the operating units of HAL Lumbar Type for Labor Support increased 88 units to 372 units as of the end of March 2018, following the events such as adoption of 30 units by Daiwa House Industry Co., Ltd.

Furthermore, the Group completed the development of the improved new model of the Cleaning Robot (CL02) in March 2018. The Cleaning Robot can flexibly clean buildings with wide cleaning areas or complex shapes utilizing cutting-edge technology. As such, the Group anticipates implementation of Cleaning Robots to various large-scale facilities such as commercial buildings, office buildings and airports. In March 2018, the Group delivered the new Cleaning Robot to Diversity Tokyo Plaza, a shopping center operated by Mitsui Fudosan Co., Ltd. The Group also announced to work together with Sumitomo Corporation on automation and streamlining of office buildings. The Group and Sumitomo Corporation will implement the Cleaning Robots to office buildings that is operated by the Sumitomo Corporation Group. 27 units of Cleaning Robots and Transportation Robots in operation were recorded as of the end of March 2018.

### **Collaboration with insurance companies**

In order to disseminate Cybernic Technology further, the Company established a business alliances with private insurers and promoted a private insurance coverage of the treatment with the device in addition to the public health insurance coverage. In addition to the promotion of “HAL Plus rider” Daido Life Insurance Company donated Cyin to 11 patients’ associations/support associations of patients. AIG Holding Japan KK is covering the fee for the training program with HAL for 50 students in Kanagawa Prefecture, who suffer from spinal cord injury as part of their contribution to the society.

Furthermore, the Company has entered into a comprehensive business alliance with Sompo Japan Nipponkoa Insurance in October in order to fuse innovative Cybernic Technology with risk financing facilities of the insurer to structure healthy and rich social system, starting with the field of long-term care.

## **CEJ Fund**

The Group continues to revolutionize both industries and the society through Cybernics in order to solve problems related to the super aging society. In line with that, the Group announced to establish “CEJ Fund” with Mizuho Bank, Ltd. and Global Brain Corporation in December 2017. CEJ Capital, Inc. (CEJ stands for Cybernic Excellency Japan) was established in December 2017 and preparation is currently in process to start the operation of CEJ Fund.

## **Business performance**

As the result of the aforementioned, in the consolidated financial result of the fiscal year ended March 31, 2018, the Company recorded net sales of ¥1,726,925 thousand (4.7% increase year on year), mainly due to an increase in the operating number of Medical HAL and HAL Lumbar Type. Gross profit was recorded at ¥1,205,053 thousand (11.7% increase year on year). Research and development expenses were recorded at ¥842,943 thousand (6.6% decrease year on year). Alike the previous fiscal year, this was mainly due to development of new products at the Company’s own expense and consigned research projects of “Realization of Zero Burdening-care Society through Innovative Cybernic System”, which are part of the projects under the Impulsing Paradigm Change through Disruptive Technologies Program (“ImPACT”) hosted by the Japan Science and Technology Agency (“JST”). On the other hand, other selling, general and administrative expenses only increased to ¥1,380,136 thousand (2.4% increase year on year). As a result, operating loss improved by ¥154,088 thousand to ¥1,018,027 thousand (13.1% decrease year on year).

While non - operating income was recorded at ¥375,715 thousand, mainly due to a subsidy income, non-operating expenses were recorded at ¥46,654 thousand mainly due to share of loss of entities accounted for using equity method. These results led to improvement of ¥93,686 thousand in ordinary loss (income/loss before income tax, also called pretax income or ordinary profit) to ¥688,966 thousand (12.0% decrease year on year).

Because of extraordinary income recorded at ¥100,085 thousand mainly due to gain on sales of investment securities, partly offset with total income taxes recorded at ¥5,012 thousand and net loss attributable to non - controlling interest recorded at ¥2,707 thousand, net loss attributable to CYBERDYNE, INC. for the consolidated fiscal year ended March 31, 2018 improved by ¥198,146 thousand to ¥591,185 thousand (25.1% decrease year on year).

## **2. Status of capital investments**

Capital investments made in the fiscal year ended at March 31, 2018 were ¥1,118,681 thousand in total. This mostly came from payment related to Tonomachi international strategic zone and partial payment of the amount related to the purchase of land in Tsukuba city, Ibaraki prefecture.

## **3. Status of financing**

There was no "financing activities", "transfer, absorption-type split or incorporation-type split of the business", "business transferred from other companies" or "acquisition of rights and obligations related to the business of other corporations from absorption-type splits or absorption-type mergers" that took place during this fiscal year.

## 4. Acquisition/disposal of other companies' equity

The Company established CYBERDYNE & BROOKS, Inc. in February 2018, in order to disseminate Medical HAL to hospitals in the U.S., as a joint venture with Brooks Rehabilitation that is known to be one of the busiest hospital group in the U.S. The Company holds 66.7 percent of this joint venture.

## 5. Issues to be addressed

Utilizing Cybernics, the Group pursues to connect humans, robots and information functionally and establishes physical, informative and biological interaction. This will lead to development of products and services that could contribute to human and society.

HAL, which was developed by utilization of innovative Cybernic Technology, has been successfully put into the market for practical use as the first wearable robot in the world. To make use of various Cybernic Systems such as HAL to make contribution to society on a global basis, the Group regards the following as the issues.

### R&D activities to create innovative technologies and new industries

R&D activities of the Group are based on three keywords "challenge", "global development" and "innovation". As an innovative enterprise aiming to support the aging society, the Group must continue to carry out multifaceted R&D activities to create new technologies capable of creating new industries, and implementing those technologies in to the society. The Group will collaborate with universities, research institutions, hospitals, corporations and various other organizations in Japan to advance its researches of cutting-edge Cybernic Systems (e.g. Cybernic Devices and Cybernic Interfaces) that utilize Cybernic Technologies and compound treatment with drugs as well as regenerative medicine.

### Fostering personnel with target oriented mind to develop the business

In order to create a new industry on global basis by developing innovative technologies originating in Japan in global basis, the Group recognize that target oriented mind to develop the business will be the key. The employees of the Group are expected to come up with ideas by thinking from the goals and also to have prominent capabilities to research, develop and acquire know-how so that they could become experts and take a leadership in those fields, in which they have not necessarily had expertise before. The Group assembles various personnel, who are highly talented and knowledgeable in wide variety of fields so that the Group could structure an organization that could do everything from R&D to social implementation on global basis, and foster personnel with target oriented mind.

### Expanding application of Cybernic Treatment in Japan

Within Japan, which accounts for 9%<sup>1</sup> (see page 9) of the global medical market, the Group obtained marketing approval from the MHLW on November 25, 2016, which allows the Group to produce and sell the Medical HAL as a new medical device for neuromuscular diseases and commenced the world's first robotic treatment covered by public health insurances on September, 2016. The Group continues to coordinate with numbers of hospitals in each region, which would act as "bases" to treat neuromuscular diseases. The Group also continues its endeavors to expand the application of Cybernic Treatment\* by accelerating clinical researches and trials for other diseases such as stroke and spinal cord injury. For stroke, investigator initiated clinical trial for Medical HAL Lower Limb Type Single-Leg Model commenced in September 30, 2016 in order to obtain medical device approval.

*Cybernic Treatment is a treatment that utilizes various Cybernic Systems designed for the medical purposes such as Medical HAL towards improvement and regeneration of functions of brain-neuro-physical systems.*



## **Expanding application and spreading Cybernic Treatment in the U.S.**

In December 2017, Medical HAL obtained marketing clearance from the U.S. Food and Drug Administration (FDA) as a medical device towards spinal cord injury. As a result, Medical HAL became marketable in the U.S., which accounts for 39%\*<sup>1</sup> (see page 9) of the global medical device market. The Group has commenced the treatment using Medical HAL in BROOKS CYBERNIC TREATMENT CENTER from March 2018, which is located in Jacksonville, Florida.

The Group will accelerate its endeavors to spread Cybernic Treatment and continue its efforts to obtain each type of insurance coverage in the U.S. Furthermore, the Group will commence the clinical trial of Medical HAL on stroke patients, in order to expand application of Medical HAL to treatment of stroke.

## **Expanding application and spreading Cybernic Treatment in major European countries**

In June 2013, Medical HAL Lower Limb Type obtained conformity certification ("CE") as a robotic therapeutic device from TÜV Rheinland, a third party accreditation organization, concerning the Medical Device Directive in the EU ("MDD"), which is necessary when exporting medical devices to the EU market. As a result, Medical HAL became marketable in the EU region, which accounts for 27%\*<sup>1</sup> (see page 9) in the global medical device market by indicating the CE Marking.

As of this date, entire fee of Cybernic Treatment is covered by the accident insurance under the public workers' compensation system in Germany, which is the largest medical device market in the EU. The Group continues to follow a necessary process in order to obtain coverage by public health insurance. Furthermore, in Polish medical institute, treatment using Medical HAL commenced from July 2017 and the treatment in Poland is covered by a private insurance company. The Group will spread Cybernic Treatment to other major European countries by obtaining insurance coverage for Cybernic Treatment from private insurance.

## **Promotion of care-service robot business**

Japan is at the forefront of a super-aging society, with the number of senior citizens aged 65 or older stood at about 34.59 million (27.3% of the total population) as of October 1, 2016 and the number of people requiring long-term care and persons requiring support under the public nursing care insurance system stood at about 5.918 million\*<sup>2</sup> (see page 9), as of the end of December, 2014. The numbers are expected to continue its increase. Furthermore, it is predicted that about 2.5 million\*<sup>3</sup> (see page 9) care workers, will be necessary by the year 2025, making a reduction of the number of voluntary turnover due to nursing care as the most urgent matter that Japanese society must confront. The Group will continue to work on the new version of HAL Lumbar Type for Well-being, which would promote the independence of users in need of long-term care, and development of HAL Lumbar Type for Care Support towards further improvement.

## Early expansion of product line-up

With a goal of realizing "Society 5.0/5.1" and "Zero Burdening-care Society" the Group will continue to commercialize or further sophisticate its products in the following fields:

- 1) medical devices designed to induce improvement or regeneration of the patient's physical functions
- 2) welfare devices designed to promote independent movements of the elderly people and people with disabilities
- 3) Targeted fields of HAL Lumbar Type for Care/Labor Support designed to reduce the workload upon conducting heavy work and AI processed Transportation Robot as well as Cleaning Robot.

Furthermore the Group is developing a palm-sized device called Vital Sensor, which functions as an electrocardiogram and a detector of arterial sclerosis so that early signs of diseases could be detected.

In order to accelerate the expansion of its product line-up, the Group works on development of new products and gathers feedbacks from the users of the Groups products in various fields so that further improvement could be applied.

## Reinforcing the management structure and fostering personnel

In anticipation of global development, the Group must reinforce the management structure by fostering personnel. The Group considers that reinforcement of internal control system is a significant issue. In order to foster its management structure sufficiently in line with rapid growth of business, the Group will also educate next-generation personnel with wide range of specialized knowledge and experiences.

### Sources

- \*1. Espicom "Worldwide Medical Market Forecasts to 2019"
- \*2. Cabinet Office, "Fiscal Year 2017 White Paper on Aging Society"
- \*3. Ministry of Health, Labour and Welfare, "Forecast of supply and demand on personnel working in the field of welfare towards the year 2025 (Final value)"

## 6. Status of assets and income

### (i) Status of assets and income of the Group

| Division                                 |                    | Fiscal year 2014<br>(April 1, 2014 to March 31, 2015) | Fiscal year 2015<br>(April 1, 2015 to March 31, 2016) | Fiscal year 2016<br>(April 1, 2016 to March 31, 2017) | Fiscal year 2017<br>(April 1, 2017 to March 31, 2018) |
|--|--------------------|---|---|---|---|
| Net sales                                | (Thousands of Yen) | 631,278   | 1,264,902   | 1,649,940   | 1,726,925   |
| Ordinary loss*                           | (Thousands of Yen) | (907,854)   | (710,079)   | (782,653)   | (688,966)   |
| Net loss attributable to CYBERDYNE, INC. | (Thousands of Yen) | (915,893)   | (718,057)   | (789,332)   | (591,185)   |
| Net loss per share                       | (Yen)              | (4.74)  | (3.53)  | (3.69)  | (2.75)  |
| Total assets                             | (Thousands of Yen) | 48,289,052  | 47,534,470  | 46,848,267  | 46,338,618  |
| Net assets                               | (Thousands of Yen) | 27,777,298  | 27,063,934  | 46,226,147  | 45,630,039  |
| Net assets per share                     | (Yen)              | 134.03  | 130.50  | 214.90  | 212.04  |

\*Income/loss before income tax without extraordinary income/loss, also called "pretax income" or "ordinary profit"  
(Note)

The Company effected a five for one stock split for the Company Common Share as well as Class B Share on August 1, 2014 and two for one stock split for the Company Common Share as well as Class B Share on August 1, 2015. Net loss per share as well as net assets per share are calculated assuming that these stock splits took place on the beginning of fiscal year 2014 (April 1, 2014).

### (ii) Status of assets and income of the Company

| Division             |                    | Fiscal year 2014<br>(April 1, 2014 to March 31, 2015) | Fiscal year 2015<br>(April 1, 2015 to March 31, 2016) | Fiscal year 2016<br>(April 1, 2016 to March 31, 2017) | Fiscal year 2017<br>(April 1, 2017 to March 31, 2018) |
|----------------------|--------------------|---|---|---|---|
| Net sales            | (Thousands of Yen) | 588,631   | 1,012,412   | 1,453,642   | 1,542,856   |
| Ordinary loss*       | (Thousands of Yen) | (886,741)   | (685,226)   | (701,853)   | (624,999)   |
| Net loss             | (Thousands of Yen) | (890,532)   | (689,004)   | (707,418)   | (529,186)   |
| Net loss per share   | (Yen)              | (4.60)  | (3.39)  | (3.31)  | (2.46)  |
| Total assets         | (Thousands of Yen) | 48,238,237  | 47,533,060  | 46,921,518  | 46,458,641  |
| Net assets           | (Thousands of Yen) | 27,815,874  | 27,132,982  | 46,374,379  | 45,843,540  |
| Net assets per share | (Yen)              | 134.02  | 130.84  | 215.59  | 213.09  |

\*Income/loss before income tax without extraordinary income/loss, also called "pretax income" or "ordinary profit"  
(Note)

The Company effected a five for one stock split for the Company Common Share as well as Class B Share on August 1, 2014 and two for one stock split for the Company Common Share as well as Class B Share on August 1, 2015. Net loss per share as well as net assets per share are calculated assuming that these stock splits took place on the beginning of fiscal year 2014 (April 1, 2014).

## 7. Status of the parent and notable subsidiaries

### (i) Parent

There are no items to report.

### (ii) Status of subsidiaries

| Name                             | Capital         | Ownership of voting rights (%) | Major business lines  |
|----------------------------------|-----------------|--------------------------------|---|
| (Outside of Japan)               |                 |                                |   |
| Cyberdyne Care Robotics GmbH     | € 25,000        | 75.1%                          | Functional improvement/regeneration treatment service with HAL and sales of HAL |
| CYBERDYNE USA Inc.               | US\$ 100,000    | 100.0%                         | Management and acceleration of the Company's business in the U.S.               |
| CYBERDYNE & BROOKS, Inc.         | US\$ 300,000    | 66.7%                          | Functional improvement/regeneration treatment service with HAL and sales of HAL |
| (Within Japan)                   |                 |                                |   |
| Suzuka RoboCare Center Co., Ltd. | ¥3,000 thousand | 100.0%                         | Training service with HAL   |
| Shonan RoboCare Center Co., Ltd. | ¥3,000 thousand | 100.0%                         | Training service with HAL   |
| Oita RoboCare Center Co., Ltd.   | ¥3,000 thousand | 100.0%                         | Training service with HAL   |

## 8. Major business lines

Please refer to section 1 "process and outcome of the business"

## 9. Main offices and factories (as of March 31, 2018)

| Division                     | Name  | Location   |
|------------------------------|---|--|
| The Company                  | Head Quarters   | Tsukuba, Ibaraki, Japan                                |
|                              | Next-generation multipurpose robotized production facility (Fukushima office) | Koriyama, Fukushima, Japan                             |
| Subsidiaries (Outside Japan) | Cyberdyne Care Robotics GmbH  | Bochum, Nordrhein-Westfalen, Germany                   |
|                              | CYBERDYNE USA Inc.  | Jacksonville, Florida, USA<br>Seattle, Washington, USA |
|                              | CYBERDYNE & BROOKS, Inc.  | Jacksonville, Florida, USA                             |
| Subsidiaries (Within Japan)  | Suzuka RoboCare Center Co., Ltd.  | Suzuka, Mie, Japan                                     |
|                              | Shonan RoboCare Center Co., Ltd.  | Fujisawa, Kanagawa, Japan                              |
|                              | Oita RoboCare Center Co., Ltd.  | Beppu, Oita, Japan                                     |

## 10. Status of employees

### (i) Status of employees in the Group (as of March 31, 2018)

| Number of employees        | Change from previous fiscal year                  |
|----------------------------|---|
| 75 members<br>(63 members) | Increase of 4 members<br>(Decrease of 31 members) |

(Notes)

- (1) The number of employees includes full-time employees and members on temporary transfer assignments. It does not include the number of Members of the Board of Directors who also hold positions as Company employees or dispatch workers sent from a temp agencies.
- (2) The number of contract employees are stated in the brackets (). This number includes part-time workers but excludes those who work in the Group as second jobs.
- (3) Since the Group is involved in a single segment of business related to robots, information of employees for each segment is omitted.

### (ii) Status of employees in the Company (as of March 31, 2018)

| Number of employees        | Change from previous fiscal year                 | Average age    | Average years of continuous service |
|----------------------------|--|----------------|-------------------------------------|
| 62 members<br>(44 members) | Increase of 1 member<br>(Decrease of 17 members) | 40.4 years old | 5.1 years                           |

(Notes)

- (1) The number of employees includes full-time employees and members on temporary transfer assignments. It does not include the numbers of Directors who also hold positions as a Company employees or dispatch workers sent from a temp agencies.
- (2) The number of contract employees are stated in the brackets (). This number includes part-time workers but excludes those who work in the Group as second jobs.

## II Matters Regarding the Company shares

### 1. Status of shares (as of March 31, 2018)

| Class         | Total number of authorized shares | Total number of shares issued | Number of shareholders |
|---------------|-----------------------------------|-------------------------------|------------------------|
| Common Share  | 618,300,000 shares                | 137,347,609 shares            | 79,923 shareholders    |
| Class B Share | 77,700,000 shares                 | 77,700,000 shares             | 3 shareholders         |

### 2. Major shareholders (as of March 31, 2018)

| Name of shareholder  | Number of shares held (shares) | Shareholding ratio (%) |
|--|--------------------------------|------------------------|
| Yoshiyuki Sankai   | Common Share                   | 3,042,000              |
|  | Class B Share                  | 77,696,000             |
| Diawa House Industries Co., Ltd.   | Common Share                   | 30,000,000             |
| STATE STREET LONDON CARE OF STATE STREET BANK AND TRUST, BOSTON SSBTC A/C UK LONDON BRANCH CLIENTS- UNITED KINGDOM | Common Share                   | 4,337,300              |
| Japan Trustee Service Bank. Ltd. (Trust Account)   | Common Share                   | 4,317,700              |
| GCAS BANA LONDON US CLIENT   | Common Share                   | 3,726,000              |
| The Master Trust Bank of Japan. Ltd. (Trust Account)   | Common Share                   | 2,586,900              |
| Japan Trustee Service Bank. Ltd. (Trust Account 9)   | Common Share                   | 2,036,100              |
| BBH FOR GLOBAL X ROBOTICS AND ARTIFICIAL INTELLIGENCE ETF  | Common Share                   | 1,461,867              |
| CHASE MANHATTAN BANK GTS CLIENTS ACCOUNT ESCROW  | Common Share                   | 1,390,122              |
| Rakuten Securities, Inc.   | Common Share                   | 1,210,000              |

(Note)

The treasury stock (138 Common Shares) was excluded from the calculation of the shareholding ratio.

### 3. Matters regarding stock acquisition rights

Information regarding stock acquisition rights is posted on the Company's website pursuant to the related law, regulations and Article 22 of the Company's Articles of Incorporation.

<http://www.cyberdyne.jp/english/company/IR.html>

# Members of the Board of Directors and Members of the Board of Members of the Audit and Supervisory Board

| Position  | Name               | Description of the position and other important positions held   |
|---|--------------------|--|
| President and CEO<br>Member of the Board of Directors             | Yoshiyuki Sankai   | Professor at the Systems & Information, University of Tsukuba<br>Executive Research Director of the Center for Cybernetics Research, University of Tsukuba<br>Program Manger of Impulsing Paradigm Change through Disruptive Technology Program hosted by the cabinet office of Japan  |
| Member of the Board of Directors                                  | Fumiyuki Ichihashi | Team leader of the Information Strategy Team in the Improvement office of CYBERDYNE  |
| Member of the Board of Directors                                  | Shinji Uga         | Head of the Corporate Department of CYBERDYNE  |
| Member of the Board of Directors                                  | Hiroaki Kawamoto   | Associate Professor at the Systems & Information, University of Tsukuba  |
| Outside Member of the Board of Directors<br>(Independent officer) | Kinichi Nakata     | Lecturer at Nihon University School of Medicine<br><b>Special interest in CYBERDYNE</b><br>No relevant items<br><b>Main activities</b><br>Provided appropriate opinions upon discussions of Company business from the stand point of a Doctor.<br><b>Situation of attendance at the meeting of the Board of Directors</b><br>17 out of 19 times  |
| Outside Member of the Board of Directors<br>(Independent officer) | Kazumasa Yoshida   | Outside Director of Onkyo Corporation<br>Outside Director of TDK Corporation<br>Outside Director of Mamezou Holdings Co., Ltd.<br>Outside Director of FreeBit Co., Ltd.<br>Outside Director of Mynavi Corporation<br><b>Special interest in CYBERDYNE</b><br>No relevant items<br><b>Main Activities</b><br>Provided appropriate opinions in all aspects of corporate management based on his rich experience and knowledge of global corporate management.<br><b>Situation of attendance at the meeting of the Board of Directors</b><br>19 out of 19 times |
| Outside Member of the Board of Directors<br>(Independent officer) | Hikari Imai        | Outside Director of PACIFIC METALS CO., LTD.<br>Director and Chairman of 3DM Inc.<br><b>Special interest in CYBERDYNE</b><br>No relevant items<br><b>Main Activities</b><br>Provided appropriate opinions in all aspects of corporate management based on his rich experience and knowledge as an Outside Director.<br><b>Situation of attendance at the meeting of the Board of Directors</b><br>19 out of 19 times   |

| Position  | Name               | Description of the position and other important positions held  |
|---|--------------------|---|
| Outside<br>Audit and Supervisory<br>Board Member<br>(Independent Officer) | Yutaka Fujitani    | Full-time   |
|   |                    | <b>Special interest in CYBERDYNE</b><br>No relevant items   |
|   |                    | <b>Main activities</b><br>Provided opinions on corporate management whenever necessary, based on his extensive experiences earned through his background of financial institution and audit firm.   |
|   |                    | <b>Situation of attendance at the meeting of the Board of Directors</b><br>19 out of 19 times   |
|   |                    | <b>Situation of attendance at the meeting of the Audit and Supervisory Board</b><br>12 out of 12 times  |
| Outside<br>Audit and Supervisory<br>Board Member                          | Cornelis Vellekoop | <b>Special interest in CYBERDYNE</b><br>No relevant items   |
|   |                    | <b>Main activities</b><br>Provided opinions whenever necessary, based on his professional knowledge of law  |
|   |                    | <b>Situation of attendance at the meeting of the Board of Directors</b><br>19 out of 19 times   |
|   |                    | <b>Situation of attendance at the meeting of the Audit and Supervisory Board</b><br>12 out of 12 times  |
|   |                    | President and CEO of Kaede Audit Corporation<br>External Member of Board of Auditors of SG Holdings Co., Ltd<br>Outside Director of Kanematsu Sustech Corporation (Audit and Supervisory Committee) |
| Outside<br>Audit and Supervisory<br>Board Member<br>(Independent Officer) | Kenichiro Okamura  | <b>Special interest in CYBERDYNE</b><br>No relevant items   |
|   |                    | <b>Main activities</b><br>Provided opinions whenever necessary, based on his professional knowledge of financing and accounting as a certified public accountant                                    |
|   |                    | <b>Situation of attendance at the meeting of the Board of Directors</b><br>19 out of 19 times   |
|   |                    | <b>Situation of attendance at the meeting of the Audit and Supervisory Board</b><br>12 out of 12 times  |

(Notes)

- (1) Three of the Members of the Board of Directors Directors, Kinichi Nakata, Kazumasa Yoshida and Hikari Imai are Outside Members of the Board of Directors. The Company registered them as the Independent officers at the Tokyo Stock Exchange, Inc. pursuant to their Securities Listing Regulation, Article 436-2.
- (2) Three Audit and Supervisory Board Members, Yutaka Fujitani, Cees Vellekoop and Kenichiro Okamura are Outside Audit and Supervisory Board Members. The Company registered Yutaka Fujitani and Kenichiro Okamura as the Independent Officers at the Tokyo Stock Exchange, Inc. pursuant to their Securities Listing Regulation Article 436-2.
- (3) Audit and Supervisory Board Member, Yutaka Fujitani has extensive experience in both domestic and international environment, through his work at a major bank as well as from advisory service to financial institute at KPMG AZSA LLC in structuring internal control system. As such, Yutaka Fujitani is deemed to have sufficient knowledge and experience related to business auditing and internal control.
- (4) Audit and Supervisory Board Member, Cees Vellekoop was a qualified lawyer in Britain as well as the Netherlands and worked for Allen & Overy Gaikokuho Kyodo Jigyo Horitsu Jimusho as an attorney for foreign law (all three certificate have since been relinquished). As such, Cees Vellekoop is deemed to have sufficient knowledge and experience in the field of law.
- (5) Audit and Supervisory Board Member, Kenichiro Okamura is a certified public accountant. Through his work in auditing firm, he has experience in both domestic and international auditing. He also has a record of working as an advisor on Sarbanes-Oxley Act ("SOX"), an act related to control, International Financial Reporting Standards (IFRS) and in management of subsidiaries located overseas. As such, Kenichiro Okamura is deemed to have sufficient knowledge and experience in finance, accounting and internal control.



## IV Outline of the limited liability agreement

The Company entered into a limited liability agreement with Hiroaki Kawamoto, a Member of Board of Director Outside Director, and each of Outside Member of the Board of Director and Outside Audit and Supervisory Board Members in accordance with Article 423-1 of the Companies Act.

Liability for the damages caused shall be limited to the sum of amount specified in each items of Article 425-1 of the Companies Act.

## V Total amount of remuneration, etc. for Members of the Board of Directors and Audit and Supervisory Board Members

| Position                            | Number of recipients | Amount of payment | Description   |
|-------------------------------------|----------------------|-------------------|---|
| Member of the Board of Directors    | 7                    | ¥36,200 thousand  | ¥3,600 thousand for the three Members of the Outside Board of Directors   |
| Audit and Supervisory Board Members | 3                    | ¥9,600 thousand   | ¥9,600 thousand for the three Outside Audit and Supervisory Board Members |
| Total                               | 10                   | ¥45,800 thousand  |   |

(Notes)

- (1) The upper limit of remuneration for Member of the Board of Directors was set at ¥100,000 thousand per year by the resolution at the 2nd Ordinary General Meeting of Shareholders on May 31, 2006. The upper limit of remuneration for Audit and Supervisory Board Members was set at ¥50,000 thousand per year by the resolution at the 3rd Ordinary General Meeting of the Shareholders on June 28, 2007.
- (2) The amount of payment stated above includes remuneration for Outside Member of the Board of Directors and Outside Audit and Supervisory Board Members.
- (3) The payment for Member of the Board of Directors does not include the payment of standard payroll for Member of the Board of Directors who also hold a positions as the Company employees.
- (4) As of the end of March 31, 2018, there are seven Member of the Board of Directors and three Audit and Supervisory Board Members.

## VI Accounting auditor

### 1. Name of the Accounting Auditor

Deloitte Touche Tohmatsu LLC

### 2. Fee for the Accounting Auditor

| Items   | Amount paid      |
|---|------------------|
| Fee for accounting audit within this fiscal year  | ¥34,080 thousand |
| Total amount of money and property benefits to be paid to the Accounting Auditors by the Company and its subsidiaries | ¥34,080 thousand |

(Note)

In the audit contract between the Company and the Accounting Auditor, there is no distinction between the fee for the audit based on the Companies Act as Accounting Auditors and the fee for the audit based on the Financial Instruments Exchange Act, as it is not practically possible to distinguish them. The aggregated amount of those fees is depicted in the table above.

### **3. Reasons for the Audit and Supervisory Board to accept the fee for the Accounting Auditor**

The Audit and Supervisory Board agreed with the fee for the Accounting Auditor in accordance to the Companies Act Article 399-1, after examining the appropriateness of its audit plan and number of audit hours and its performance in the previous fiscal year in line with the "Practical Guidelines Regarding Cooperation with Accounting Auditors" published by the Japan Audit & Supervisory Board Members Associations.

### **4. Policy regarding decisions to dismiss or not to reappoint the Accounting Auditor**

The Company's policy states that, if an Accounting Auditor is found to meet the definition of one of the items stated in Article 340-1 of the Companies Act, subject to the unanimous consent of the Audit and Supervisory Board Members, Audit and Supervisory Board shall dismiss the Accounting Auditor. Upon such dismissal, a selected member of the Audit and Supervisory Board shall report the said dismissal and the reasons thereof at the first General Meeting of shareholders convened for the first time after such dismissal.

In addition to the case stated above, the Audit and Supervisory Board may determine the details of the proposal to dismiss or not to reappoint the Accounting Auditor based on its comprehensive judgment concerning deterioration of the Accounting Auditor's performance and quality of auditing work. The Board of Directors submits such proposal for resolution to the General Meeting of Shareholders.

## **VI Systems to ensure the appropriateness of the business operations and implementation status of the systems**

Based on relevant laws and Article 22 of the Company's Article of Incorporation, systems to ensure the appropriateness of the business operation and implementation status of system are posted on the Company website as set forth below.  
<https://www.cyberdyne.jp/english/company/IR.html>

## Consolidated financial statements

Consolidated balance sheet (as of March 31, 2018)

(Unit: Thousands of Yen)

| Items                                | Amount            | Items   | Amount            |
|--------------------------------------|-------------------|---|-------------------|
| Assets                               |                   | Liabilities   |                   |
| <b>Current assets</b>                | <b>31,806,107</b> | <b>Current liabilities</b>                              | <b>594,142</b>    |
| Cash and deposits                    | 6,820,464         | Accounts payable - trade                                | 53,033            |
| Accounts receivable - trade          | 363,222           | Income taxes payable                                    | 124,763           |
| Securities                           | 23,999,977        | Other   | 416,344           |
| Merchandise and finished goods       | 86,307            | <b>Non - current liabilities</b>                        | <b>114,436</b>    |
| Work in process                      | 11,511            | Deferred tax liabilities                                | 10,688            |
| Raw materials                        | 467,112           | Asset retirement obligations                            | 74,579            |
| Accounts receivable                  | 23,991            | Other   | 29,169            |
| Other                                | 35,922            | <b>Total liabilities</b>                                | <b>708,578</b>    |
| Allowance for doubtful accounts      | (2,403)           | Net assets  |                   |
| <b>Non-current assets</b>            | <b>14,532,510</b> | <b>Shareholders' equity</b>                             | <b>45,606,438</b> |
| <b>Property, plant and equipment</b> | <b>11,523,375</b> | Capital stock   | 26,743,881        |
| Property and structures, net         | 911,505           | Capital surplus   | 26,679,881        |
| Rental assets, net                   | 398,855           | Retained earnings                                       | (7,817,118)       |
| Land                                 | 3,117,971         | Treasury shares   | (204)             |
| Construction in progress             | 6,782,710         | <b>Accumulated other comprehensive income</b>           | <b>(7,522)</b>    |
| Other, net                           | 312,333           | Valuation difference on available - for-sale securities | 677               |
| <b>Intangible assets</b>             | <b>89,590</b>     | Foreign currency translation adjustment                 | (8,200)           |
| <b>Investments and other assets</b>  | <b>2,919,544</b>  | <b>Stock acquisition rights</b>                         | <b>19,103</b>     |
| Investment securities                | 2,314,159         | <b>Non - controlling interest</b>                       | <b>12,019</b>     |
| Other                                | 605,384           | <b>Total net assets</b>                                 | <b>45,630,039</b> |
| <b>Total assets</b>                  | <b>46,338,618</b> | <b>Total liabilities and net assets</b>                 | <b>46,338,618</b> |

(Rounded down to the closest thousands of yen)

**Consolidated statement of income** (From April 1, 2017 to March 31, 2018)

(Unit: Thousands of Yen)

| Items   | Amount  |                  |
|---|---------|------------------|
| <b>Net sales</b>  |         | <b>1,726,925</b> |
| <b>Cost of sales</b>  |         | <b>521,872</b>   |
| <b>Gross profit</b>   |         | <b>1,205,053</b> |
| <b>Selling general and administrative expenses</b>          |         | <b>2,223,080</b> |
| <b>Operating loss</b>                                       |         | <b>1,018,027</b> |
| <b>Non - operating income</b>                               |         |                  |
| Interest income   | 11,756  |                  |
| Subsidy income  | 13,648  |                  |
| Consigned research income                                   | 292,043 |                  |
| Other   | 58,267  | 375,715          |
| <b>Non - operating expenses</b>                             |         |                  |
| Interest expenses   | 962     |                  |
| Share issuance cost   | 13      |                  |
| Share of loss of entities accounted for using equity method | 41,806  |                  |
| Other   | 3,871   | 46,654           |
| <b>Ordinary loss (*)</b>                                    |         | <b>688,966</b>   |
| <b>Extraordinary income</b>                                 |         |                  |
| Gain on sales of investment securities                      | 99,990  |                  |
| Other   | 95      | 100,085          |
| <b>Net loss before provision for income taxes</b>           |         | <b>588,881</b>   |
| Income taxes - current                                      | 6,327   |                  |
| Income taxes - deferred                                     | (1,314) | 5,012            |
| <b>Net loss</b>   |         | <b>593,893</b>   |
| Net loss attributable to non - controlling interests        |         | 2,707            |
| <b>Net loss attributable to CYBERDYNE, INC.</b>             |         | <b>591,185</b>   |

(Rounded down to the closest thousands of yen)

\*Income/loss before income tax without extraordinary income/loss, also called "pretax income" or "ordinary profit"

# Non - consolidated financial statement

Non - consolidated balance sheets (as of March 31, 2018)

(Unit: Thousands of Yen)

| Items  | Amount            | Items   | Amount             |
|--|-------------------|---|--------------------|
| Assets   |                   | Liabilities   |                    |
| <b>Current assets</b>                                  | <b>31,850,843</b> | <b>Current liabilities</b>                            | <b>500,664</b>     |
| Cash and deposits                                      | 6,728,888         | Accounts payable - trade                              | 52,835             |
| Accounts receivable - trade                            | 390,140           | Accounts payable - other                              | 161,135            |
| Securities   | 23,999,977        | Income taxes payable                                  | 124,606            |
| Merchandise and finished goods                         | 82,468            | Accrued expenses                                      | 40,875             |
| Work in process  | 11,511            | Other   | 121,212            |
| Raw materials  | 467,112           | <b>Non - current liabilities</b>                      | <b>114,436</b>     |
| Accounts receivable                                    | 14,963            | Deferred tax liabilities                              | 10,688             |
| Other  | 158,182           | Asset retirement obligations                          | 74,579             |
| Allowance for doubtful accounts                        | (2,403)           | Other   | 29,169             |
| <b>Non- current assets</b>                             | <b>14,607,798</b> | <b>Total liabilities</b>                              | <b>615,101</b>     |
| <b>Property, plant and equipment</b>                   | <b>11,482,452</b> | Net assets  |                    |
| Buildings, net   | 896,221           | <b>Shareholders' equity</b>                           | <b>45,823,758</b>  |
| Structures, net  | 1,680             | <b>Capital stock</b>                                  | <b>26,743,881</b>  |
| Rental assets, net                                     | 398,592           | <b>Capital surplus</b>                                | <b>26,679,881</b>  |
| Machinery & equipment, net                             | 12,194            | Legal capital surplus                                 | 26,679,881         |
| Vehicles & delivery equipment, net                     | 7,779             | <b>Retained earnings</b>                              | <b>(7,599,798)</b> |
| Tools, furniture & fixtures, net                       | 265,303           | Legal retained earnings                               | 30                 |
| Land   | 3,117,971         | Other retained earnings                               | (7,599,828)        |
| Construction in progress                               | 6,782,710         | Retained earnings brought forward                     | (7,599,828)        |
| <b>Intangible assets</b>                               | <b>88,992</b>     | <b>Treasury shares</b>                                | <b>(204)</b>       |
| Patent   | 8,879             | <b>Valuation and translation adjustments</b>          | <b>677</b>         |
| Software   | 70,653            | Valuation difference on available-for-sale securities | 677                |
| Other  | 9,458             | <b>Stock acquisition rights</b>                       | <b>19,103</b>      |
| <b>Investments and other assets</b>                    | <b>3,036,352</b>  | <b>Total net assets</b>                               | <b>45,843,540</b>  |
| Investment securities                                  | 2,314,159         | <b>Total liability and net assets</b>                 | <b>46,458,641</b>  |
| Shares of subsidiaries and associates                  | 561,443           |   |                    |
| Investments in capitals of subsidiaries and associates | 22,947            |   |                    |
| Long - term prepaid expenses                           | 72,455            |   |                    |
| Other  | 65,346            |   |                    |
| <b>Total assets</b>                                    | <b>46,468,559</b> |   |                    |

(Rounded down to the closest thousands of yen)

**Non - consolidated statement of income** (From April 1, 2017 to March 31, 2018)

(Unit: Thousands of Yen)

| Item  | Amount  |                  |
|---|---------|------------------|
| <b>Net sales</b>                                    |         | <b>1,542,856</b> |
| <b>Cost of sales</b>                                |         | <b>408,328</b>   |
| <b>Gross profit</b>                                 |         | <b>1,134,528</b> |
| <b>Selling, general and administrative expenses</b> |         | <b>2,132,137</b> |
| <b>Operating loss</b>                               |         | <b>997,609</b>   |
| <b>Non-operating income</b>                         |         |                  |
| Interest income                                     | 13,210  |                  |
| Subsidy income                                      | 11,725  |                  |
| Consigned research income                           | 292,043 |                  |
| Other   | 60,592  | 377,570          |
| <b>Non-operating expenses</b>                       |         |                  |
| Interest expenses                                   | 962     |                  |
| Share issuance cost                                 | 13      |                  |
| Other   | 3,985   | 4,961            |
| <b>Ordinary loss (*)</b>                            |         | <b>624,999</b>   |
| <b>Extraordinary income</b>                         |         |                  |
| Gain on sales of investment securities              | 99,990  |                  |
| Other   | 95      | 100,085          |
| <b>Loss before provision of income tax</b>          |         | <b>524,914</b>   |
| Income taxes - current                              | 5,586   |                  |
| Income taxes - deferred                             | (1,314) | 4,271            |
| <b>Net loss</b>                                     |         | <b>529,186</b>   |

(Rounded down to the closest thousands of yen)

\*Income/loss before income tax without extraordinary income/loss, also called "pretax income" or "ordinary profit"

This is an English translation of financial statements as well as notes to financial statements, originally in Japanese. Japanese original were audited by Deloitte Touche Tohmatsu LLC.

# Audit Report by Audit and Supervisory Board

## Audit Report

With respect to the performance of duties by Members of the Board of Directors during the 14th business year (from April 1, 2017 to March 31, 2018), the Audit and Supervisory Board has prepared this Audit Report based on methods and results of audits reported by each of Audit and Supervisory Board Members, and hereby reports as follows:

### **I. Method and contents of audits by the Audit and Supervisory Board and each of its members**

1. The Audit and Supervisory Board established the audit policies, assignment of duties, etc. and received reports from each of the Audit and Supervisory Board Members regarding the status of implementation of their audits and results thereof. In addition, Audit and Supervisory Board received reports from the Members of the Board of Directors, etc. and the Accounting Auditor regarding the status of performance of their duties, and requested explanation as necessary.
2. In conformity with the Auditing Standards established by Audit and Supervisory Board, and in accordance with the audit policies and assignment of duties, etc., each of the Audit and Supervisory Board Members endeavored to facilitate a mutual understanding with the Directors, the Internal Audit Office and other employees, etc., endeavored to collect information and maintain and improve the audit environment, and performed audits in the following manners:
  - i) Attended the Meeting of the Board of Directors and other important meetings, received reports on the status of performance of duties from Members of the Board of Directors and other employees, requested explanations as necessary, examined important approval/decision documents, inspected the status of the corporate affairs and assets at the head office and other principal business locations, and, with respect to subsidiaries, Audit and Supervisory Board Members endeavored to facilitate a mutual understanding and exchanged information with their Members of the Board of Directors and Audit and Supervisory Board Members, etc. and received reports on their respective business as necessary.
  - ii) Received reports from the Members of the Board of Directors, employees and so on and requested their explanations as necessary concerning the descriptions on the business report with regard to the design and operation of (a) the contents of Board of Directors' resolutions on the development and maintenance of the system to ensure that Directors' performance of their duties complied with all laws, regulations and the Articles of Incorporation of the Company and other systems that are set forth in Article 100, paragraphs 1 and 3 of the Ordinance for Enforcement of the Companies Act of Japan as being necessary for ensuring the appropriateness of the corporate affairs of a company group that consists of a joint stock company and its subsidiaries, and (b) the systems (internal control systems) based on such resolutions. With respect to the subsidiaries, Audit and Supervisory Board Member endeavored to facilitate a mutual understanding and exchanged information with their Members of the Board of Directors and audit and Supervisory Board Members, etc. and received subsidiaries' reports on respective business as necessary.
  - iii) Monitored and verified whether an Accounting Auditor maintained its independence and properly conducted its audit, received a report from the Accounting Auditor on the status of its performance of duties, and requested explanations as necessary. the Audit and Supervisory Board was notified by the Accounting Auditor that it had established a system to ensure that the performance of the duties of the Accounting Auditor was properly conducted (the matters listed in each item of Article 131 of the Company Accounting Regulations) in accordance with the Quality Control Standards for Audits (Business Accounting Council on October 28, 2005), etc., and requested explanations as necessary.




Based on the above-described methods, each member of the Audit and Supervisory Board examined the business report and its annexed specifications thereto, the non-consolidated financial statements (the balance sheet, the income statement, the statements of changes in net assets, and the related notes) and the accompanying supplemental schedules thereto, as well as the consolidated financial statements (the consolidated balance sheet, the consolidated income statement, the consolidated statement of changes in net assets and the related notes), for the business year under consideration.

## II. Results of audit

1. Results of audit on business report, etc.
  - i) We acknowledge that the business report and the annexed specifications thereto fairly present the status of the Company in conformity with the applicable laws and regulations and the Articles of Incorporation of the Company.
  - ii) We acknowledge that no misconduct or material fact constituting a violation of any law or regulation or the Articles of Incorporation of the Company was found with respect to performance of duties by the Members of the Board of Directors .
  - iii) We acknowledge that the Board of Directors' resolutions with respect to the internal control systems are appropriate. We did not find any matter to be mentioned with respect to the descriptions in business report and performance of their duties by the Members of the Board of Directors concerning the internal control systems.
2. Results of audit on non-consolidated financial statements and the accompanying supplemental schedules  
We acknowledge that the methods and results of audit performed by the Accounting Auditor, Deloitte Touche Tohmatsu LLC, are appropriate.
3. Results of audit on consolidated financial statements  
We acknowledge that the methods and results of audit performed by the Accounting Auditor, Deloitte Touche Tohmatsu LLC, are appropriate.

May 23, 2018

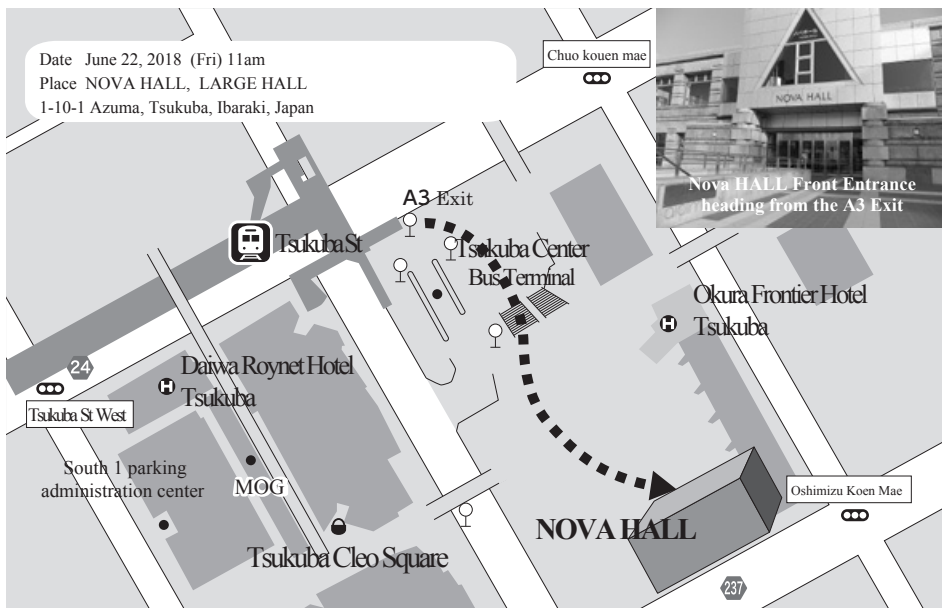
CYBERDYNE, INC. Audit and Supervisory Board

|  |                           |   |
|--|---------------------------|---|
| Full-time Outside Audit and Supervisory Board Member | <b>Yutaka Fujitani</b>    |  |
| Outside Audit and Supervisory Board Member           | <b>Cornelis Vellekoop</b> |  |
| Outside Audit and Supervisory Board Member           | <b>Kenichiro Okamura</b>  |  |





# Guide map to the venue of the Ordinary General Meeting of Shareholders



## Access



By Train  
Tsukuba Express [Tsukuba Station]  
walk 3 min from the A3 Exit



By Highway Bus  
"Tsukuba Go Bus" Yaesu South exit [Tokyo Station]  
walk 3 min from [Tsukuba Center Station]



By Car

1. Exit at Sakura Tsuchiura Interchange of Joban expressway and head towards Sakura/Tsukuba Science City.
2. Turn right at the second crossing with a footbridge (Sasagi) and head north along Higashi-odori for 3km.
3. After the two-lane road turns to a three-lane road, take the 3rd crossing (Gakuen Higashi) to the left.
4. The building you will see on the far right at the 2nd crossing point (Oshimizu Koen Mae) is the NOVA HALL

※Please use the pay parking nearby (We do not offer any discount for parking)