

PANASONIC Corp
Form 6-K
June 10, 2015
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER
THE SECURITIES EXCHANGE ACT OF 1934

For the Month of June, 2015

Commission File Number: 1-6784

Panasonic Corporation

1006, Oaza Kadoma,

Kadoma City, Osaka 571-8501

Japan

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101 (b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101 (b)(7):

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This Form 6-K consists of:

1. Notice of the 108th ordinary general meeting of shareholders (English translation) issued by Panasonic Corporation (the registrant).

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Panasonic Corporation

By: /s/ HIROHISA IKUTOMI
Hirohisa Ikutomi, Attorney-in-Fact
Manager of Disclosure & Investor Relations

Office, Disclosure Section,
Panasonic Corporation

Dated: June 10, 2015

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**NOTICE OF
THE 108TH ORDINARY GENERAL MEETING
OF SHAREHOLDERS
to be held in Osaka, Japan
on June 25, 2015**

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

Panasonic Corporation

Kadoma-shi, Osaka, Japan

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June 3, 2015

Dear Shareholders:

Notice of the 108th Ordinary General Meeting of Shareholders

This is to inform you that the Company's 108th Ordinary General Meeting of Shareholders will be held as described below. You are cordially invited to attend the meeting.

If it is inconvenient for you to attend the meeting, you are sincerely requested to examine carefully the Reference Materials for Exercise of Voting Rights (p.49-p.55) contained herein and to exercise your voting rights by the Internet or mail, as soon as possible. If voting by mail, please return the voting instruction card duly signed by you after marking for or against each bill.

* * * * *

1. Time and Date: 10:00 a.m. Thursday, June 25, 2015
2. Place: Osaka-Jo Hall
3-1 Osaka-jo, Chuo-ku, Osaka-shi

3. Purposes:
Matters to be Reported:

1. The business report and report on the consolidated financial statements and financial statements for the 108th fiscal period from April 1, 2014 to March 31, 2015
2. Report of audit results of Accounting Auditors and the Board of Audit & Supervisory Board Members on the consolidated financial statements

Matters to be Acted Upon:

Bill No. 1: To Elect 17 Directors

Bill No. 2: To Elect 1 Audit & Supervisory Board Member

Sincerely yours,

Kazuhiro Tsuga
President and Director
Panasonic Corporation
1006 Oaza Kadoma, Kadoma-shi, Osaka, Japan

Shareholders attending the meeting are requested to hand in the voting instruction card at the reception desk of the meeting venue. Persons other than shareholders, such as proxies and accompanying persons who are not shareholders, are not permitted to attend the meeting.

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The Notice of Resolutions for the 108th Ordinary General Meeting of Shareholders will be posted on our website at <http://www.panasonic.com/global/corporate/ir/shareholder.html> after the General Meeting of Shareholders.

1. The financial statements and other information included in this Notice are prepared primarily on a consolidated basis in conformity with U.S. generally accepted accounting principles (U.S. GAAP). In some cases where required, however, financial statements on a parent-alone basis, which is in conformity with generally accepted accounting principles in Japan (Japan GAAP), is also provided herein. Financial statements on a parent-alone basis and consolidated financial statements should not be confused with each other.
2. An English translation of explanations for the exercise of voting rights via the Internet is omitted herein. For foreign shareholders who maintain standing proxies in Japan, such explanations (in Japanese) are sent to, and available at, your standing proxies.
3. For supplemental information regarding the bills on pages 49 to 55, please visit the following Web site:

<http://www.panasonic.com/global/corporate/ir/shareholder.html>

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[Appendix to the Notice of General Meeting of Shareholders]

Business Report for the 108th Fiscal Period

(From April 1, 2014 to March 31, 2015)

1. Brief Business Review of the Panasonic Group

(1) Progress and Results during the Period

During the year ended March 31, 2015 (fiscal 2015) under review, the global economy moderately recovered despite changes in the economic environment such as falls in resource prices and geopolitical concerns. There were economic slowdowns in China, some ASEAN countries and European countries. On the other hand, employment and consumer spending were stable in the U.S., while signs of economic improvement appeared in Japan following temporal weakness in the economy caused by the impact of a consumption tax hike, partly due to a correction of the yen appreciation.

Under such business circumstances, Panasonic carried out initiatives for the second year of its mid-term management plan, Cross-Value Innovation 2015 (CV2015). Specifically, Panasonic pushed ahead with business division-based management to consolidate a foundation to achieve CV2015 by defining its business divisions as a core of business and to set its growth strategy toward a new Panasonic in fiscal 2019.

Consolidated group sales for fiscal 2015 were ¥7,715.0 billion, at the same level as the year ended March 31, 2014 (fiscal 2014). In Japan, although sales in housing-related and consumer electronics businesses decreased due mainly to weakening demand after the consumption tax hike in April 2014, sales of residential solar photovoltaic systems were strong. Overseas sales increased due mainly to strong sales in automotive-related business along with robust demand, and a positive effect from yen depreciation.

Operating profit increased significantly to ¥381.9 billion due to improvement of challenging businesses including business restructuring benefits, fixed cost reductions and materials cost streamlining. This led that the Company achieved its CV2015 financial targets of operating profit and cumulative free cash flow one year ahead of schedule.

In other income (deductions), gains from business transfers and proceeds from fixed assets were recorded. The business restructuring expenses including impairment losses on fixed assets as well as expenses related to litigation and the prevention of further accidents with residential water heating systems were also incurred. Accordingly, pre-tax income decreased to ¥182.5 billion.

Net income attributable to Panasonic Corporation significantly increased to ¥179.5 billion due mainly to a decrease in provision for income taxes as a result of recording deferred tax assets (DTA), namely decrease in valuation allowances to DTA, of Panasonic Corporation in consolidated financial statements.

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Segment Information

Panasonic's group organization is composed of five reportable segments: Appliances, Eco Solutions, AVC Networks, Automotive & Industrial Systems, and Other.

The Company's annual sales and profits by segment for fiscal 2015 are summarized as follows. In accordance with the organizational change, segment information for fiscal 2014 has been reclassified to conform to the presentation for fiscal 2015.

Appliances

Sales were at the same level as a year ago, at ¥1,769.7 billion.

In fiscal 2015, despite weakening demand after the consumption tax hike and a negative impact from sharp price decline of TVs in Japan, overall sales were on par with fiscal 2014 due mainly to favorable overseas sales in home appliances such as air-conditioners, and motors.

Looking at the main Business Divisions (BDs) of this segment, in the Home Entertainment BD, sales of video equipment were robust, mainly in Japan. However, despite the launch of new high value-added 4K TV products, overall sales decreased owing to a sharp fall in prices and the negative effect from foreign exchange.

In the Air-Conditioner BD, sales increased owing to growth in sales of home air-conditioners and large air-conditioners, mainly overseas, despite the effects of poor summer weather and the consumption tax hike in April 2014 in Japan.

In the Laundry Systems and Vacuum Cleaner BD, sales increased owing to robust sales of washing machines and vacuum cleaners.

In the Refrigeration and Air-Conditioning Devices BD, sales increased owing to robust sales of air-conditioner compressors in Japan and China.

Segment profit increased by ¥11.0 billion to ¥40.5 billion from a year ago. Profit improvement in air-conditioners and profit increase in devices including motors offset worsening profitability in TVs.

Eco Solutions

Sales decreased by 1% to ¥1,666.0 billion from a year ago.

In fiscal 2015, although overseas sales increased due to newly-consolidated VIKO, a Turkish company, overall sales slightly decreased due to sales decrease in house related business in Japan because of weakening demand in housing market after the consumption tax hike.

Looking at the main BDs of this segment, in the Energy Systems BD, sales increased, owing to growth in sales of residential solar photovoltaic systems, and overseas sales, including wiring equipment and circuit breakers.

In the Housing Systems BD, sales of tankless toilets were strong, but overall sales decreased owing to the effect of worsening conditions in the housing market in Japan.

In the Lighting BD, overseas sales and domestic sales of non-housing lighting grew, but overall sales decreased by a small amount, as the move toward LEDs resulted in shrinking demand for existing light sources. Sales of housing lighting also struggled owing to the decrease in demand following the surge before the consumption tax hike in April 2014.

At Panasonic Ecology Systems Co., Ltd., sales increased owing to strong overseas sales of ventilation equipment and other products, in addition to large-scale orders in the engineering business in Japan.

Segment profit increased by ¥3.2 billion to ¥95.3 billion from a year ago, due mainly to sales increase in residential solar photovoltaic systems, streamlining initiatives and fixed cost reduction.

AVC Networks

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Sales were at the same level as a year ago, at ¥1,154.3 billion.

In fiscal 2015, sales increase in a stable BtoB business and a positive effect from yen depreciation offset a sales decrease accompanied by the negative impact from business restructuring in fiscal 2014 and 2015.

Looking at the main BDs of this segment, in the Vertical Solution Business, including the Avionics BD, sales grew significantly, partly because Panasonic capitalized on acceleration in installations of aircraft in-flight entertainment systems. Yen depreciation also contributed to an increase in sales.

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In the Visual and Imaging Business, including the Visual Systems BD, despite robust sales of high brightness models of projectors, overall sales decreased owing to a fall in sales of digital cameras as the Company narrowed its range of models, and the effect of the withdrawal from the plasma display panel business.

In the Mobility Business, including the IT Products BD, overall sales increased, owing partly to firm growth in sales of rugged Toughbook and Toughpad products in Europe and the U.S. Yen depreciation also contributed to an increase in sales.

In the Communication Business, including the Communication Products BD, despite a contraction in the market, overall sales were healthy, partly owing to the strengthening of promotional activities for fixed-phones overseas and new office telephone products.

Segment profit increased by ¥16.1 billion to ¥51.8 billion from a year ago due mainly to profit improvement from sales increase in BtoB business and business restructuring benefits.

Automotive & Industrial Systems

Sales increased by 2% to ¥2,782.5 billion from a year ago.

In fiscal 2015, despite sales decrease from downsizing unprofitable businesses and transferring businesses, overall sales increased, due mainly to favorable demand in automotive business overseas especially in North Americas and Europe. The positive effect from yen depreciation also contributed to sales increase.

Looking at the main BDs of this segment, in the Automotive Infotainment Systems BD, sales increased owing to strong sales of display-audio systems, in addition to robust sales of products in overseas including car navigation systems.

In the Portable Rechargeable Battery BD, despite a decrease in sales of lithium-ion batteries for the ICT (information and communications technology) field and nickel-cadmium batteries, overall sales increased significantly, owing to expansion in sales of lithium-ion batteries for electricity storage and electric tools, and for power supply to U.S. electric vehicle manufacturers.

In the Automation Controls BD, overall sales were healthy as sales of devices for use in automotives and industry offset lackluster sales of connectors for smartphones.

Segment profit increased by ¥36.5 billion to ¥105.7 billion from a year ago due mainly to business restructuring benefits including LCD panels and semiconductors and streamlining initiatives as well as the positive effect from foreign exchange.

Other

Sales decreased by 14% to ¥764.5 billion from a year ago.

In fiscal 2015, despite stagnant sales of detached housing owing to a decline in demand following the surge before the consumption tax hike in April 2014, sales at PanaHome Corporation were at the same level as fiscal 2014, as it responded to rising concern about the impact of revisions to Japan's inheritance tax, mainly in urban areas, by promoting sales of urban residential properties for rent and Age-Free serviced housing for the elderly. However, overall sales decreased significantly, due mainly to the effect of the transfer of healthcare business at the end of fiscal 2014.

Segment profit decreased by ¥9.7 billion to ¥14.6 billion from a year ago due mainly to the effect of healthcare business transfer.

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Segment	Sales (billions of yen)	Year-on-year comparison (%)	Operating profit (billions of yen)	Profit ratio (%)	Year-on-year comparison (%)
Appliances	1,769.7	100	40.5	2.3	137
Eco Solutions	1,666.0	99	95.3	5.7	103
AVC Networks	1,154.3	100	51.8	4.5	145
Automotive & Industrial Systems	2,782.5	102	105.7	3.8	153
Other	764.5	86	14.6	1.9	60
Subtotal	8,137.0	99	307.9	3.8	123
Eliminations and Adjustments	(422.0)		74.0		
Consolidated Total	7,715.0	100	381.9	5.0	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. Year-on year comparison figures are calculated with the segment information of fiscal 2014 reclassified to conform to the segment structure of fiscal 2015.
3. Sales of segments include intersegment sales.
4. The figures in Eliminations and Adjustments include earnings and expenses which are not attributable to any segments, for the purpose of evaluating operating results of each segment, and consolidation adjustments (including amortization of intangible assets and differences of accounting principles).
5. In the sales of fiscal 2015, sales in Japan decreased by 5% year on year from fiscal 2014 to ¥3,692.0 billion. Sales outside Japan increased by 5% year on year to ¥4,023.0 billion.

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(2) Research and Development

The Panasonic Group focused on developing new technologies and new products that will support the future, aiming to further strengthen the businesses where it has strengths in line with its growth strategy. Specifically, the Group's respective Divisional Companies worked to promote growth in the five business fields of consumer electronics, housing, automotive, BtoB solutions and devices. In addition, the newly established Advanced Research Division has taken on the role of innovative mid- to long-term research in new fields.

Key development themes and results during fiscal 2015 were as follows:

(1) Housing:

Achievement of world's highest energy conversion efficiency with silicon-based solar cells of 25.6% (*1) at the research level

Panasonic has broken the world record for energy conversion efficiency with silicon-based solar cells for the first time in 15 years, using an HIT solar cell of a practical size (cell area (*2): 143.7 cm²). This achievement was made possible by the further development of high-output technology accumulated over many years as the core technology in Panasonic's HIT solar cell modules, in which the light-receiving surface is stabilized by forming layers of amorphous silicon on the surface of the monocrystalline silicon substrate. Furthermore, the adoption of a new electrode structure that more efficiently utilizes sunlight also contributed to this achievement.

Panasonic will continue this development in order to create new applications for solar photovoltaic systems and new markets in the residential field, in view of the fact that increasing the energy conversion efficiency of solar cells makes possible the installation of panels in places where there are limits on installation area, without impeding the design.

(2) Appliances:

Development of high sound quality improvement technology for Technics audio amplifiers for high resolution audio sources

By using a full digital configuration that is not affected by noise or distortion, Panasonic has developed a digital circuit technology for generating a clock signal that is highly stable across a wide range of frequencies from low to high, as well as high precision signal conversion technology that converts a high resolution audio source to a pulse width modulated wave without losing its dynamic range. This has realized sound quality that surpasses that of a traditional A-grade analog amplifier.

This development has achieved an audio amplifier that draws out the characteristics of a high resolution audio source with that is closer to the original sound than a CD audio source, to the maximum extent possible, enabling the Technics brand to deliver surprising and emotionally-engaging sound like never before.

(3) BtoB Solutions:

Development of a new communication technology allowing a smartphone to receive information about a target object instantly simply by holding the smartphone over it

Panasonic has developed a proprietary technology for reading information quickly, at communication speeds several hundred times faster than those of conventional technologies (several thousand bps). An LED flashes at a speed faster than the human eye can see, illuminating a target object. The light and dark from this flashing is then picked up as information using the camera of a smartphone installed with a special app.

This development has enabled the creation of new BtoB solutions, such as displaying related information to a customer on their smartphone, simply by having them hold the smartphone over an LED light or display where this technology has been applied.

(4) Automotive and Devices:

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Extension of optical technologies cultivated in consumer electronics into large-aperture aspherical lenses and automotive head-up displays

Through its development of digital cameras and projectors, Panasonic has acquired proprietary molding dies, process technologies, and measuring equipment that all have nanometer-level precision, as well as expertise. Panasonic has now developed them for applications in the business process and automotive fields.

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In business process applications, it is now possible to mass produce a large-aperture (75 mm diameter) glass-molded aspherical lens without fogging or cracking. In automotive applications, the development of a specially shaped mirror able to project navigation and other information in a distortion free display on the curved windscreen of a car has enabled the realization of the smallest (*3) head up display unit in the industry.

R&D expenditures totaled ¥457.3 billion in fiscal 2015.

(Notes) *1 Within non-accumulating silicon-type solar cells. According to research by Panasonic as of April 10, 2014.

*2 The cell area is the area opened by the masks.

*3 According to research by Panasonic as of December 9, 2014.

(3) Capital Investment

The basic policy of our capital investment is that the total amount should be within the accrued depreciation expenses for the year.

Based on this policy, the capital investment during fiscal 2015 totaled ¥226.7 billion, mainly for investment activities in specific priority businesses. Principal capital investments were directed to manufacturing facilities for portable rechargeable batteries mainly for use in vehicles (Osaka).

(4) Corporate Financing

The Panasonic Group operates its business under its basic policy 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 an external source by appropriate means after due consideration of the Group's financial standing and financial market conditions.

In fiscal 2015, Panasonic issued unsecured straight bonds totaling ¥400.0 billion in March 2015 in order to secure funds necessary for expanding its business. Panasonic redeemed the twentieth series of unsecured straight bonds totaling ¥30.0 billion issued in August 2004 by SANYO Electric Co., Ltd. and succeeded to the Company in January 2012, which fell due in August 2014. As a result, the balance of unsecured straight bonds was ¥920.0 billion as of March 31, 2015.

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(5) Environmental Activities

Panasonic formulated its Sustainability Policy, which is its stance, as a public entity, toward being in harmony with society and the global environment, and contributing to the development of a sustainable society through its business. To further extend the green innovation initiatives that it has developed in accordance with this policy, Panasonic has determined the Environmental Policy, which consists of its Environmental Statement, Environmental Action Guideline and Environmental Action Plan.

Under a new slogan of aiming to realize A Better Life, A Better World for each and every one of its customers, Panasonic is taking steps to develop business through the creation of environmental value in each of its business fields: consumer electronics, housing, automotive, BtoB solutions, and devices.

Under the Environmental Action Plan, Panasonic has formulated targets to be achieved in fiscal 2019 and the actions needed to achieve them as the Green Plan 2018. In cooperation with customers, supply chains and local communities, Panasonic is pushing ahead with the plan in five areas: (1) CO₂ reduction, (2) Resources recycling, (3) Efficient use of water, (4) Control of chemical substances and (5) Biodiversity.

In the area of CO₂ reduction, Panasonic is working to contribute to a reduction through its production activities and products. In production activities, Panasonic is conducting Green Factories activities at all of its factories worldwide, under which it is taking steps to reduce its environmental load while contributing to management. In products, the automatic range hood with cleaning function of Panasonic Ecology Systems Co., Ltd. received the Minister of Economy, Trade, and Industry Prize in the Product and Business Model Category in the Fiscal 2015 Energy Conservation Grand Prizes.

In the area of resource recycling, Panasonic has been working to make efficient use of resources in order to address the depletion of resources, a societal issue as grave as the problem of global warming. Guided by the concept of from product to product, Panasonic is conducting ongoing activities to take resources such as plastic and metal that have been extracted from consumer electronics that have finished their useful lives and utilize them further in refrigerators, washing machines, and housing materials. In addition, in the area of waste products generated by its factories, Panasonic is working to achieve Zero Waste Emissions from Factories, aiming to reduce the amount of waste for final disposal as close as possible to zero by increasing the yield rate from resources and the volume of resource reuse in its production processes.

As an evaluation of these kinds of initiatives, Panasonic was ranked 5th in the world (and 1st in the electronics industry) in the environmental brand ranking Best Global Green Brand (BGGB) 2014 announced by the U.S. organization Interbrand.

None of the above-mentioned activities can be achieved by the Panasonic Group alone. Looking ahead, Panasonic will deepen its ties with partner companies, improve environmental issues through its business activities, and win support and understanding from all members of society as it expands its environmental activities.

(6) Challenges for the Panasonic Group

In fiscal 2016, the global economy is expected to moderately grow, with a strong U.S. economy as well as expectations for a gradual recovery in Japanese consumption, despite some uncertainties such as volatile resource prices, geopolitical risks, a direction of the U.S. monetary policy and possible slowdown in China.

Fiscal 2016 is the year for Panasonic to make a major change towards generating profit from sales growth and the Company will therefore accelerate its initiatives to achieve sustainable growth.

The Company expanded profitability by business restructuring benefits and fixed cost reduction for the past two years, and will change its structure that sales will drive earnings growth. Panasonic will focus on improving net sales and profitability primarily in six Business Divisions which largely contribute to company-wide sales and profit increase: Air-Conditioner, Lighting, Housing Systems, Automotive Infotainment Systems, Rechargeable Battery and PanaHome.

Towards its sustainable growth, Panasonic has set its sales targets for fiscal 2016, 2017 and 2018 to indicate its path to achieve sales target of ¥10 trillion in fiscal 2019.

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1) Consumer electronics business

Panasonic established Panasonic Appliances Asia Pacific and Panasonic Appliances Company of China in April 2015 where they concentrate development, manufacturing and sales functions to launch products and services in the Strategic Regions in a timely manner to meet their needs and expand business. Management responsibility in these companies has been largely ceded from Japan and based on locally self-sufficient management, we will offer products that generate people's yearnings and accelerate business expansion.

2) Housing business

Panasonic will take full advantage of group-wide strength covering consumer electronics, equipment and housing businesses to provide new lifestyle value to customers. In the home equipment and services business in Japan, the Company will expand its product-sales business and further accelerate Age-free (elderly care) business. In the Japanese market, where PanaHome Corporation plays a leading role, Panasonic will strive to become No. 1 in the house remodeling industry. Meanwhile, the Company will fully develop its housing business overseas in such regions as Taiwan and ASEAN.

3) Automotive business

As a result of our aggressive business activity in fiscal 2015, Panasonic has received confirmed orders that cover 70% of ¥2.0 trillion already set as fiscal 2019 sales target. In fiscal 2016, the Company will further enhance its initiative to receive more orders by developing and launching new products and expanding sales channels in the business areas of comfort, safety and environment. Panasonic will aim to achieve ¥2.1 trillion sales in fiscal 2019, including inorganic measures.

4) BtoB solutions business

Panasonic will focus on the factory solutions and food distribution businesses following its airline industry business. And looking to the 2020 Tokyo Olympic and Paralympic Games, the Company will also leverage a unique set of technologies and knowledge that it possesses to further expand solutions business by working in collaboration with our partners.

5) Devices business

Panasonic will enhance the devices business by offering very competitive core devices that help our consumer electronics, housing, automotive and BtoB solutions businesses to further grow, and continue to meet changes in the markets to contribute to company-wide profitability.

Out of the 15 intersecting areas shown in the 5 x 3 matrix which overlays the 5 major businesses with the 3 regions, Panasonic will concentrate its business resources into the following 6 key areas where substantial growth is expected: consumer electronics in the Strategic Regions, housing in Japan, automotive in Japan, automotive in Europe/Americas, BtoB solutions in Japan and BtoB solutions in Europe/Americas.

From this fiscal year, the president of AVC Networks Company, the divisional company mainly in charge of BtoB solutions business, will work based in the U.S. to further promote BtoB solutions in Europe/Americas. He will be engaged in creating new business in a speedy manner, by placing himself square in the largest market, where there are many large corporations that run global business, thus breaking free from Japan-centric approaches.

To achieve ¥10 trillion in sales in fiscal 2019, Panasonic plans to make, in total, ¥1-trillion-scale strategic investments in addition to its ordinary capital expenditures. These additional strategic investments include M&A actions aiming for inorganic growth and part of R&D and advertising expenditures. The Company plans to spend around ¥200 billion for strategic investment in fiscal 2016.

Panasonic will accelerate its growth strategy to achieve sales of ¥10 trillion in fiscal 2019, considering each year is crucial. The Company sincerely wishes to express its appreciation to all shareholders for their continued support and guidance.

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Consolidated business results and financial condition

	Fiscal period	FY2012	FY2013	FY2014	FY2015
Net sales (billions of yen)		7,846.2	7,303.0	7,736.5	7,715.0
Income (loss) before income taxes (billions of yen)		(812.8)	(398.4)	206.2	182.5
Net income (loss) attributable to Panasonic Corporation (billions of yen)		(772.2)	(754.3)	120.4	179.5
Basic net income (loss) attributable to Panasonic Corporation common shareholders per share (yen)		(333.96)	(326.28)	52.10	77.65
Total assets (billions of yen)		6,601.1	5,397.8	5,213.0	5,956.9
Panasonic Corporation shareholders' equity (billions of yen)		1,929.8	1,264.0	1,548.2	1,823.3
Panasonic Corporation shareholders' equity per share (yen)		834.79	546.81	669.74	788.87

(Notes) 1. Panasonic Corporation's consolidated financial statements are prepared in conformity with U.S. generally accepted accounting principles (U.S. GAAP).

Panasonic Corporation shareholders' equity and shareholders' equity per share are shown in conformity with U.S. GAAP.

2. Amounts less than ¥100 million are rounded to the nearest ¥100 million.

In fiscal 2012, there was a substantial decrease in sales because of a wide variety of factors with a negative influence on the business environment in Japan and overseas, including the Great East Japan Earthquake, the flooding in Thailand, and the financial crisis in Europe. Regarding earnings, although the Company pushed ahead with rationalization of materials and reduction of fixed costs, there were impacts from the decline in sales, lower prices and yen appreciation, and the Company recorded a considerable amount of business restructuring expenses including expenses associated with the implementation of early retirement programs and impairment losses on goodwill and fixed assets. As a result, losses were posted in income before income taxes and net income attributable to Panasonic Corporation.

In fiscal 2013, sales declined mainly because of lackluster sales of digital consumer-related products. Regarding earnings, the Company incurred a loss before income taxes due to the recording of a considerable amount of business restructuring expenses including impairment losses on goodwill and intangible assets. In addition, the Company increased the valuation allowances for deferred tax assets in fiscal 2013 and incurred provision for income taxes. As a result, a net loss was posted in income attributable to Panasonic Corporation for the two consecutive years.

In fiscal 2014, sales increased as the Company capitalized on a surge in demand before the consumption tax hike in April 2014, while yen depreciation also contributed. Regarding earnings, improvements to unprofitable businesses, fixed cost reductions, and initiatives to streamline materials costs contributed to profit. Also, despite the recognition of business restructuring expenses, pre-tax income and net income attributable to Panasonic Corporation both increased significantly and the Company returned to profitability, owing partly to the recognition of a one-off gain from a pension scheme change and gain from transferring of the healthcare business.

Details of operations for fiscal 2015 are as described in the preceding pages under (1) Progress and Results during the Period.

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Business results and financial condition on a parent-alone basis

	Fiscal period	FY2012	FY2013	FY2014	FY2015
Net sales (billions of yen)		3,872.4	3,917.0	4,084.6	3,852.4
Recurring profit (billions of yen)		55.7	110.5	145.2	190.2
Net income (loss) (billions of yen)		(527.0)	(659.4)	(25.9)	8.3
Net income (loss) per share (yen)		(227.93)	(285.23)	(11.22)	3.58
Total assets (billions of yen)		5,573.0	4,837.5	4,672.0	4,679.1
Net assets (billions of yen)		1,644.2	981.5	953.6	902.3
Net assets per share (yen)		711.27	424.58	412.53	390.29

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

In fiscal 2012, Panasonic recorded a decrease in sales. This downturn reflected such factors as the absence of the rush in demand during fiscal 2011 as the eco-point subsidy program drew to a close. Regarding earnings, results benefitted from successful efforts to reduce fixed costs. This was more than offset by the drop in sales which led to a decline in recurring profit. Panasonic recorded a net loss due to the booking of impairment and other non-recurring loss including provisions for subsidiaries and affiliates net capital deficiency.

In fiscal 2013, Panasonic recorded an increase in sales, reflecting such factors as strong sales to the automotive sector. Regarding earnings, the boost given by the rise in sales as well as other positives including an increase in dividend income resulted in a substantial increase in recurring profit. On the other hand, the Company posted a net loss due to the booking of non-recurring loss such as loss on devaluation of stock in subsidiaries and affiliates.

In fiscal 2014, Panasonic recorded an increase in sales, reflecting strong sales of housing related business. Regarding earnings, the boost given by the rise in sales and other positives including an increase in dividend income, as well as reduction in fixed cost, resulted in an increase in recurring profit. In addition, the Company posted a net loss due to the booking of non-recurring loss such as loss on devaluation of stock in subsidiaries and affiliates and provision for loss on business of subsidiaries and affiliates.

In fiscal 2015, Panasonic recorded a decrease in sales, owing to factors such as a decrease in demand following the surge before the consumption tax hike in April 2014. Regarding earnings, sales decreased, but recurring profit increased, owing partly to fixed cost reductions as well as a decrease in non-operating expenses. On the other hand, net income increased, despite the recognition of non-recurring loss such as loss on devaluation of stock in subsidiaries and affiliates and provision for loss on business of subsidiaries and affiliates.

Table of Contents**(8) Principal Business**

The Panasonic Group's main products and services by segment are as follows:

(as of March 31, 2015)

Segment	Main products and services
Appliances	Flat panel TVs, air-conditioners, refrigerators, washing machines, personal-care products, microwave ovens, home audio equipment, video equipment, vacuum cleaners, rice cookers, bicycles, electric motors, compressors, showcases, large-sized air-conditioners, fuel cells, etc.
Eco Solutions	Lighting fixtures, lamps, wiring devices, solar photovoltaic systems, water-related products, interior furnishing materials, ventilation and air-conditioning equipment, air purifiers, nursing-care-related products, etc.
AVC Networks	Aircraft in-flight entertainment systems, PCs, projectors, digital cameras, mobile phones, surveillance cameras, fixed-phones and faxes, social infrastructure systems equipment, etc.
Automotive & Industrial Systems	Car-use-multimedia-related equipment, electrical components, lithium-ion batteries, storage batteries, dry batteries, electronic components, electronic materials, automation controls, semiconductors, LCD panels, optical devices, electronic-components-mounting machines, welding equipment, etc.
Other	Detached housing, rental apartment housing, land and buildings for sale, home remodeling, imported materials and components, etc.

(9) Major Business Sites of the Panasonic Group

1) Major business sites of the Company

(as of March 31, 2015)

Name	Location in Japan
Corporate head office	Kadoma-shi, Osaka
Corporate branch office	
Government and External Relations Division	Minato-ku, Tokyo
Research and development division	
Advanced Research Division	Moriguchi-shi, Osaka
Production divisions	
Appliances Company	Kusatsu-shi, Shiga
Eco Solutions Company	Kadoma-shi, Osaka
AVC Networks Company	Kadoma-shi, Osaka
Automotive & Industrial Systems Company	Kadoma-shi, Osaka

(Notes) 1. Each location is a main office, headquarters or division.

2. The sales divisions are included within the production divisions.

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2) Principal domestic subsidiaries

(as of March 31, 2015)

Name	Common stock (millions of yen)	Ratio of voting interests (%)	Principal businesses	Location in Japan
PanaHome Corporation	28,375	54.5	Construction and sale of custom-built houses and sale of land and buildings with real estate, asset utilization, and home remodeling businesses	Toyonaka-shi, Osaka
Panasonic Factory Solutions Co., Ltd.	15,000	100.0	Manufacture and sale of production systems, including circuit manufacturing and parts mounting equipment and systems	Kadoma-shi, Osaka
Panasonic Ecology Systems Co., Ltd.	12,092	100.0	Manufacture and sale of ventilation and air-conditioning equipment and air purifiers, etc.	Kasugai-shi, Aichi
Panasonic Consumer Marketing Co., Ltd.	1,000	100.0	Sale of various electric and electronic products	Osaka-shi, Osaka
Panasonic Liquid Crystal Display Co., Ltd.	500	95.0	Manufacture and sale of LCD panels	Himeji-shi, Hyogo
SANYO Electric Co., Ltd.	400	100.0	Manufacture and sale of solar photovoltaic systems, rechargeable batteries, electronic components and commercial-use freezers and refrigerators, etc.	Daito-shi, Osaka
Panasonic Semiconductor Solutions Co., Ltd.	400	100.0	Manufacture and sale of semiconductors etc.	Nagaokakyo-shi, Kyoto
Panasonic System Networks Co., Ltd.	350	100.0	Manufacture and sale of surveillance cameras, settlement and construction verification terminals, IP- related equipment, etc.	Fukuoka-shi, Fukuoka

(Note) On June 1, 2014, Panasonic transferred its business relating to the development, manufacture, and sale of semiconductors to Panasonic Semiconductor Solutions Co., Ltd. in an absorption-type company split.

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3) Principal overseas subsidiaries

(as of March 31, 2015)
(all currency amounts: millions)

Name	Common stock	Ratio of voting interests (%)	Principal businesses	Location
Panasonic Corporation of North America	US\$ 537.0	100.0	Manufacture and sale of various electric and electronic products with regional headquarters functions	U.S.
Panasonic Avionics Corporation	US\$ 22.0	100.0*	Manufacture, sale and service of aircraft in-flight entertainment systems	U.S.
Panasonic do Brasil Limitada	BRL\$ 712.4	100.0	Manufacture and sale of various electric and electronic products	Brazil
Panasonic Europe Ltd.	Stg£ 199.9	100.0	Regional headquarters and R&D functions	U.K.
Panasonic AVC Networks Czech s.r.o.	Czk 2,414.0	100.0*	Manufacture and sale of flat-panel TV	Czech Republic
Panasonic Asia Pacific Pte. Ltd.	US\$ 1,478.2	100.0*	Manufacture and sale of various electric and electronic products with regional headquarters functions	Singapore
Panasonic India Pvt. Ltd.	INR 16,988.0	100.0*	Manufacture and sale of various electric and electronic products	India
Panasonic Taiwan Co., Ltd.	NT\$ 3,422.2	69.8	Manufacture and sale of various electric and electronic products	Taiwan
Panasonic Corporation of China	RMB 8,127.3	100.0	Sale of various electric and electronic products with regional headquarters functions	China
Panasonic Appliances Air-Conditioning (Guangzhou) Co., Ltd.	RMB 282.2	67.8*	Manufacture and sale of air conditioner-related products	China
Panasonic Automotive Systems Dalian Co., Ltd.	RMB 94.0	60.0*	Manufacture and sale of in-car electronic equipment	China

(Note) Percentages with an asterisk (*) include indirect voting interests.

(10) Employees

(as of March 31, 2015)

Segment	Number of employees
Appliances	44,982
Eco Solutions	48,176
AVC Networks	38,620
Automotive & Industrial Systems	90,261
Other	29,796
Corporate	2,249
Total	254,084

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- (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 17,705 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)
51,308	45.3	23.3

Table of Contents**(11) Transfer of Businesses, etc.**

The primary transactions with respect to the Panasonic Group during fiscal 2015 were as follows:

- On April 1, 2014, Panasonic transferred the semiconductor wafer manufacturing business in the Hokuriku region to TowerJazz Panasonic Semiconductor Co., Ltd., a new company established by Panasonic. In addition, Panasonic transferred 51% of the shares of TowerJazz Panasonic Semiconductor Co., Ltd. to Tower Semiconductor Ltd., an Israeli semiconductor wafer manufacturer, making TowerJazz Panasonic Semiconductor Co., Ltd. an associated company under the equity method.
- On June 1, 2014, Panasonic transferred its business relating to the development, manufacture, and sale of semiconductors, etc. to consolidated subsidiary Panasonic Semiconductor Solutions Co., Ltd. in an absorption-type company split. Also, on June 2, 2014, Panasonic transferred all shares in three consolidated subsidiaries that operate semiconductor assembly lines overseas to UTAC Manufacturing Services Ltd., a subsidiary of UTAC Holdings Ltd. (Singapore).
- On August 1, 2014, Panasonic transferred the SAW Filter business belonging to the Circuit Component BD to Skyworks Panasonic Filter Solutions Japan Co., Ltd., a new company established by Panasonic, in an absorption-type company split. In addition, Panasonic transferred 66% of the shares of Skyworks Panasonic Filter Solutions Japan Co., Ltd. to Skyworks Solutions, Inc. (the U.S.), making Skyworks Panasonic Filter Solutions Japan Co., Ltd. an associated company under the equity method.
- On March 1, 2015, Panasonic transferred the system LSI business and related assets to Socionext Inc., a new company established by Fujitsu Limited, in an absorption-type company split, and made a cash contribution to the new company. Panasonic acquired 20% of the voting rights in Socionext Inc., making it an associated company under the equity method.
- On March 31, 2015, Panasonic transferred 66.6% of the shares of consolidated subsidiary Panasonic Excel Staff Co., Ltd. to Tempstaff Co., Ltd., making Panasonic Excel Staff Co., Ltd. an associated company under the equity method.

2. Stock Information (as of March 31, 2015)

(1) Number of Shares Authorized to Be Issued:	4,950,000,000
(2) Number of Shares Issued:	2,453,053,497
(3) Number of Shareholders:	469,295
(4) Major Shareholders (Top 10):	

Name	Share ownership (in thousands of shares)	Shareholding ratio (%)
Japan Trustee Services Bank, Ltd. (trust account)	140,734	6.08
The Master Trust Bank of Japan, Ltd. (trust account)	118,120	5.11
STATE STREET BANK AND TRUST COMPANY	83,213	3.60
NIPPON LIFE INSURANCE COMPANY	69,056	2.98
Panasonic Corporation Employee Shareholding Association	44,815	1.93
SUMITOMO LIFE INSURANCE COMPANY	37,408	1.61
THE BANK OF NEW YORK MELLON SA/NV 10	32,794	1.41
Matsushita Real Estate Co., Ltd.	29,121	1.25
STATE STREET BANK WEST CLIENT - TREATY 505234	28,911	1.25
Sumitomo Mitsui Banking Corporation	28,512	1.23

(Notes) 1. The figures in Share ownership are rounded down to the nearest thousands of shares.

2. Shareholding ratio is calculated by deducting the Company's treasury stock (141,789,018) and rounded down to two decimal places.

3. The English names of Japanese shareholders above are based on the General Shareholders Notification notified by Japan Securities Depository Center, Inc.

Table of Contents**3. Status of Stock Acquisition Rights, etc.**

(1) Status of stock acquisition rights delivered as compensation for the execution of duties by Directors as of March 31, 2015

Name	Stock acquisition rights issued in August of fiscal year 2015	
Date of issuance	August 22, 2014	
Number of stock acquisition rights		1,674
Class and number of shares to be acquired upon exercise of stock acquisition rights	Common stock	167,400 shares
	(100 shares per unit of the stock acquisition right)	
Amount to be paid for stock acquisition rights	¥105,400 per unit of the stock acquisition right	
Value of assets to be contributed upon exercise of each stock acquisition right	¥100 per unit of the stock acquisition right	
	(¥1 per share)	
Period during which stock acquisition rights may be exercised	From August 23, 2014 to August 22, 2014	
Status of holdings	Number of stock acquisition rights	1,674
	Number of shares to be acquired	167,400 shares
	Number of holders	13 Directors

(Note) No allotment was made to Outside Directors and Audit & Supervisory Board Members for this issuance of stock acquisition rights.

(2) Status of stock acquisition rights delivered as compensation for the execution of duties to employees during the current fiscal year

Name	Stock acquisition rights issued in August of fiscal year 2015	
Date of issuance	August 22, 2014	
Number of stock acquisition rights		414
Class and number of shares to be acquired upon exercise of stock acquisition rights	Common stock	41,400 shares
	(100 shares per unit of the stock acquisition right)	
Amount to be paid for stock acquisition rights	¥105,400 per unit of the stock acquisition right	
Value of assets to be contributed upon exercise of each stock acquisition right	¥100 per unit of the stock acquisition right	
	(¥1 per share)	
Period during which stock acquisition rights may be exercised	From August 23, 2014 to August 22, 2014	
Persons granted	Executive Officers, etc. *	
		14

(Note) Asterisk indicates Executive Officers under the Panasonic Group's Group-Wide Executive Officer System.

Table of Contents**4. Panasonic Directors and Audit & Supervisory Board Members, etc.**

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

(Titles and responsibilities are all as of March 31, 2015)

Title	Name	Major responsibility
Chairman of the Board	Shusaku Nagae	
Vice Chairman of the Board	Masayuki Matsushita	
President	Kazuhiro Tsuga	
Executive Vice President	Yoshihiko Yamada*	In charge of Strategic Regions; Director, Strategic Regions Business Promotion Division
Senior Managing Directors	Kazunori Takami*	President, Appliances Company; In charge of Consumer Business
	Hideaki Kawai*	In charge of Accounting and Finance, and Groupwide Cost Busters Project
	Yoshiyuki Miyabe*	President, AVC Networks Company; In charge of Global Sourcing
	Yoshio Ito*	President, Automotive & Industrial Systems Company
	Tamio Yoshioka*	President, Eco Solutions Company; In charge of Construction Safety Regulations Administration Department
Managing Directors	Takashi Toyama*	Representative in Tokyo; In charge of Government and External Relations; Director, Government and External Relations Division; In charge of Tokyo Olympic & Paralympic Business Promotion
	Jun Ishii*	In charge of Human Resources, Legal Affairs, Risk Management, Information Security, Business Ethics, and Information Systems; Director, Legal Affairs Division
	Mamoru Yoshida*	In charge of Technology, Intellectual Property, Quality Administration, FF Customer Support & Management, Environmental Affairs, and Panasonic Spin-up Fund; In charge of Air-Conditioning & Heating Devices Business, Appliances Company; Director, Air-Conditioner Business Division
Directors	Tsuyoshi Nomura*	In charge of Manufacturing Innovation, Procurement, Logistics, and Motor Business Administration Office; Director, Global Manufacturing Division
	Ikuo Uno	
	Masayuki Oku	
	Hiroko Ota	
Senior Audit & Supervisory Board Members	Mototsugu Sato*	In charge of Planning, BPR Project, and Business Creation Project
	Seichiro Sano	
Audit & Supervisory Board Members	Yoshihiro Furuta	
	Yoshio Sato	
	Ikuo Hata	
	Toshio Kinoshita	

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- (Notes)
1. Those with the title of Senior Managing Director or above are Representative Directors.
 2. Ikuo Uno, Masayuki Oku and Hiroko Ota 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 publicly listed.
 3. Yoshio Sato, Ikuo Hata and Toshio Kinoshita 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.
 4. Yoshihiro Furuta has a considerable knowledge of finance and accounting accumulated through his experience serving as General Manager of Matsushita Electric Works, Ltd.'s Accounting Department.
 5. Directors whose names are marked with an asterisk concurrently hold the position of Executive Officer under the Panasonic Group's Group-Wide Executive Officer system.
 6. Changes in Directors and Audit & Supervisory Board Members during fiscal 2015 were as follows.

(1) Appointments

At the 107th Ordinary General Meeting of Shareholders held on June 26, 2014, Yoshio Ito, Jun Ishii and Mototsugu Sato were newly elected as Directors, Yoshio Sato and Toshio Kinoshita were elected as Audit & Supervisory Board Members and each assumed office.

At a Board of Directors meeting held on the same day, the Company's Board of Directors newly appointed Yoshio Ito as Senior Managing Director, and Jun Ishii as Managing Director. Each of them assumed office.

(2) Retirement

At the conclusion of the 107th Ordinary General Meeting of Shareholders held on June 26, 2014, Ikusaburo Kashima, Yoshiiku Miyata and Yoshiaki Nakagawa retired from the office of Director, and Hiroyuki Takahashi retired from the office of Audit & Supervisory Board Member upon the expiration of their terms.

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7. Changes in positions and responsibilities during fiscal 2015 were as follows.
- (1) Responsibilities of Director Yoshiyuki Miyabe changed from President, AVC Networks Company, being in charge of Global Sourcing for Components and Devices Procurement, and System LSI Business Division to President, AVC Networks Company, being in charge of Global Sourcing and System LSI Business Division on July 1, 2014, and to President, AVC Networks Company and being in charge of Global Sourcing on March 1, 2015.
- (2) Responsibilities of Director Mamoru Yoshida changed from being in charge of Technology, Intellectual Property, Panasonic Spin-up Fund and Director, R&D Division to being in charge of Technology, Intellectual Property, Quality Administration, FF Customer Support & Management, Environmental Affairs, and Panasonic Spin-up Fund on October 1, 2014, and to being in charge of Technology, Intellectual Property, Quality Administration, FF Customer Support & Management, Environmental Affairs, Panasonic Spin-up Fund, as well as being in charge of Air-Conditioning & Heating Devices Business, Appliances Company and Director, Air-Conditioner Business Division on November 1, 2014.
- (3) On October 1, 2014, responsibilities of Director Tsuyoshi Nomura changed from being in charge of Manufacturing Innovation, Quality Administration, FF Customer Support & Management, Environmental Affairs, Procurement, Logistics, Motor Business Administration Office and Director, Global Manufacturing Division to being in charge of Manufacturing Innovation, Procurement, Logistics, and Motor Business Administration Office, as well as being Director, Global Manufacturing Division.
- (4) On October 15, 2014, responsibilities of Director Takashi Toyama changed from being Representative in Tokyo, in charge of Government and External Relations, Director, Government and External Relations Division and in charge of Tokyo Olympic Business Promotion to being Representative in Tokyo, in charge of Government and External Relations, Director, Government and External Relations Division, and in charge of Tokyo Olympic & Paralympic Business Promotion.
8. Important concurrently held positions of Directors are as follows:

Title	Name	Name of corporation or organization	Details
Director	Masayuki Matsushita	PHP Institute Inc.	Chairman
		The Konosuke Matsushita Memorial Foundation	President
		Matsushita Real Estate Co., Ltd.	President
		New Otani Co., Ltd.	Outside Director
		Hotel Okura Co., Ltd.	Outside Director
		THE ROYAL HOTEL, LIMITED	Outside Director
	Jun Ishii	Panasonic Corporate Pension Fund	President
		Panasonic Health Insurance Organization	President

Details of important concurrently held positions by Outside Directors and Outside Audit & Supervisory Board Members can be found in (3) Outside Directors and Audit & Supervisory Board Members.

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9. Directors, Audit & Supervisory Board Members, and Executive Officers as of April 1, 2015 are as follows:

(1) Directors and Audit & Supervisory Board Members

Title	Name	Major responsibility
Chairman of the Board	Shusaku Nagae	
Vice Chairman of the Board	Masayuki Matsushita	
President	Kazuhiro Tsuga	
Executive Vice President	Yoshihiko Yamada*	In charge of Strategic Regions; Director, Strategic Regions Business Promotion Division
	Kazunori Takami	In charge of Japan Region, Customer Satisfaction, and Design
Senior Managing Directors	Hideaki Kawai*	In charge of Accounting and Finance, and Groupwide Cost Busters Project
	Yoshiyuki Miyabe*	In charge of Technology, Intellectual Property, Manufacturing, and Procurement
	Yoshio Ito*	President, Automotive & Industrial Systems Company; In charge of Industrial Business
	Tamio Yoshioka*	President, Eco Solutions Company; In charge of Construction Safety Regulations Administration Department
Managing Directors	Takashi Toyama*	Representative in Tokyo; In charge of Government and External Relations; Director, Government and External Relations Division; In charge of Tokyo Olympic & Paralympic Business Promotion
	Jun Ishii*	In charge of Human Resources, General Affairs, Social Relations, Legal Affairs, Fair Business & Compliance, Corporate Governance, Risk Management, Facility Management, Corporate Sports Promotion and Executive Support Office; Director, Risk & Governance Management Division
	Mamoru Yoshida*	Senior Vice President, Appliances Company; President, Air- Conditioner Company; In charge of TV Business
	Tsuyoshi Nomura*	
	Mototsugu Sato*	In charge of Planning, BPR Project, Business Creation Project, and Panasonic Spin-up Fund
Directors	Ikuo Uno	
	Masayuki Oku	
	Hiroko Ota	
Senior Audit & Supervisory Board Members	Seiichiro Sano	
	Yoshihiro Furuta	
Audit & Supervisory Board Members	Yoshio Sato	
	Ikuo Hata	
	Toshio Kinoshita	

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(Note) Those with the title of Senior Managing Director or above are Representative Directors. In addition, Directors whose names are marked with an asterisk concurrently hold the position of Executive Officer under the Panasonic Group's Group-Wide Executive Officer system.

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(2) Executive Officers

Title	Name	Major responsibility
Managing Executive Officers	Laurent Abadie	Regional Head for Europe & CIS; Chairman & CEO, Panasonic Europe Ltd.; Managing Director, Panasonic Marketing Europe GmbH
	Yorihisa Shiokawa	Regional Head for Latin America; President, Panasonic Latin America; President, Panasonic Marketing Latin America
	Joseph Taylor	Regional Head for North America; Chairman & CEO, Panasonic Corporation of North America
	Hidetoshi Osawa	Regional Head for China & Northeast Asia; Chairman, Panasonic Corporation of China
	Yukio Nakashima	Senior Vice President, Appliances Company; Director, Consumer Marketing Sector for Japan Region; Director, Consumer Marketing Division (Japan)
	Masahisa Shibata	Senior Vice President, Automotive & Industrial Systems Company; In charge of Automotive Business
	Yasuji Enokido	President, AVC Networks Company; In charge of Visual & Imaging Business and Solutions Business
	Tetsuro Homma	President, Appliances Company; In charge of Consumer Business
	Makoto Kitano	Senior Vice President, Eco Solutions Company; In charge of BtoB Solutions Business; Director, Lighting Business Division
	Executive Officers	Toshiyuki Takagi
Masahiro Ido		In charge of Solution Sales; Director, Business Solutions Division; Director, Tokyo Olympic & Paralympic Enterprise Division
Satoshi Takeyasu		In charge of Corporate Communications, Advertising, and Citizenship; Director, Groupwide Brand Communications Division
Paul Margis		Senior Vice President, AVC Networks Company; In charge of Avionics Business; Director, Avionics Business Division
Junichiro Kitagawa		In charge of Consumer Business for Europe & CIS Region
Daizo Ito		Regional Head for India, South Asia, Middle East and Africa; President, Panasonic India Pvt. Ltd.
Shinji Sakamoto		Senior Vice President, Automotive & Industrial Systems Company; In charge of Energy Business
Yuki Kusumi		Senior Vice President, Appliances Company; In charge of Home Appliances & Entertainment Business; Director, Home Entertainment Business Division
Yoshiyuki Iwai		Vice President, Eco Solutions Company; In charge of Business Development and Intelligence & Liaison
Makoto Ishii		In charge of Information Systems and Logistics
Toru Nishida	Regional Head for Southeast Asia and Oceania; Managing Director, Panasonic Asia Pacific Pte. Ltd.; Managing Director, Panasonic Consumer Marketing Asia Pacific	
Kazuhiro Murata	Vice President, Eco Solutions Company; Director, Marketing Division	
Hiroyuki Aota		

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	Vice President, Automotive & Industrial Systems Company; In charge of Factory Solutions Business; Director, Smart Factory Solutions Business Division; President, Panasonic Factory Solutions Co., Ltd.
Masaki Arizono	In charge of Solutions Business for Europe & CIS Region; Vice President, AVC Networks Company; Managing Director, Panasonic System Communications Company Europe, Panasonic Marketing Europe GmbH
Masashi Yamada	Vice President, Eco Solutions Company; Director, Housing Systems Business Division; In charge of AGE-FREE Business
Michiko Ogawa	In charge of Technics Brand; Managing Officer, Appliances Company; General Manager, Technics Business Promotion, Home Entertainment Business Division
Hirotoishi Uehara	Vice President, Automotive & Industrial Systems Company; Director, Automotive Infotainment Systems Business Division

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

1. Remuneration Policy

Remuneration for Directors and Audit & Supervisory Board Members of Panasonic are 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 executive remuneration system comprises the basic remuneration, which is a fixed remuneration, performance based remuneration, which is a short-term incentive, and stock-type compensation stock options, which is a long-term incentive.

The objective of performance based remuneration is to provide incentive to boost business performance, and it shall be determined based on performance evaluation of Panasonic as a whole and the specific businesses a Director is in charge of, using performance indicators, such as net sales, operating income, free cash flow, and CCM (Capital Cost Management)*.

The objective for the allotment of stock-type compensation stock options is for Directors to share the same profit awareness with shareholders, and to engage in efforts to boost corporate value from a long-term perspective.

Only the basic remuneration, which is the fixed remuneration, is paid to Outside Directors and Audit & Supervisory Board Members.

* CCM is an indicator created by Panasonic to evaluate return on capital.

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

Title	Number of persons	Amount (millions of yen)	Breakdown of Amount (millions of yen)		
			Basic remuneration	Performance based remuneration	Stock-type compensation stock options
Directors	20	1,009	689	144	176
(Of which, Outside Directors)	(3)	(49)	(49)		
Audit & Supervisory Board Members	6	105	105		
(Of which, Outside Audit & Supervisory Board Members)	(4)	(37)	(37)		
Total	26	1,114	794	144	176

- (Notes)
- Three Directors and one Audit & Supervisory Board Member who retired at the conclusion of the 107th Ordinary General Meeting of Shareholders held on June 26, 2014 are included in the above figures for Number of persons and Amounts.
 - The following amount is not included in the above total remuneration amount.
Retirement benefits of ¥10 million paid to one Director, who retired during the current fiscal year (this is an amount paid in accordance with the ratification by shareholders of a resolution abolishing the Company's retirement benefit system at the 99th Ordinary General Meeting of Shareholders held on June 28, 2006, to Directors who retired during the current fiscal year and are eligible for such benefits because they were in office at the time the resolution was ratified).
 - The remuneration limit for Directors has been determined to be an annual amount of ¥1,500 million by resolution of a general meeting of shareholders. (Resolution was passed at the 100th Ordinary General Meeting of Shareholders held on June 27, 2007.)

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4. The remuneration limit for Outside Directors has been determined to be an annual amount of ¥60 million within the framework mentioned in 3. above by resolution of a general meeting of shareholders. (Resolution was passed at the 107th Ordinary General Meeting of Shareholders held on June 26, 2014.)
5. The remuneration limit related to the allotment of stock-type compensation stock options to Directors has been determined to be ¥500 million by resolution of a general meeting of shareholders. (Resolution was passed at the 107th Ordinary General Meeting of Shareholders held on June 26, 2014. This amount is outside the framework of the remuneration limit mentioned in 3. above.)
6. The remuneration limit for Audit & Supervisory Board Members has been determined to be an annual amount of ¥140 million by resolution of a general meeting of shareholders. (Resolution was passed at the 100th Ordinary General Meeting of Shareholders held on June 27, 2007.)
7. Amounts less than one million yen have been rounded to the nearest million yen.

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(3) Outside Directors and Audit & Supervisory Board Members

1. Important concurrently held positions

(as of March 31, 2015)

Title	Name	Name of corporation or organization	Details	
Outside Directors	Ikuro Uno	NIPPON LIFE INSURANCE COMPANY	Executive Advisor to the Board	
		FUJI KYUKO CO., LTD.	Outside Director	
		Hotel Okura Co., Ltd.	Outside Director	
		TOYOTA MOTOR CORPORATION	Outside Director	
		Odakyu Electric Railway Co., Ltd.	Outside Audit & Supervisory Board Member	
		Sumitomo Mitsui Financial Group, Inc.	Outside Audit & Supervisory Board Member	
		Sumitomo Mitsui Banking Corporation	Outside Audit & Supervisory Board Member	
		West Japan Railway Company	Outside Audit & Supervisory Board Member	
		Tohoku Electric Power Co., Inc.	Outside Audit & Supervisory Board Member	
		Masayuki Oku	Sumitomo Mitsui Financial Group, Inc. Kao Corporation Komatsu Ltd. CHUGAI PHARMACEUTICAL CO., LTD. Nankai Electric Railway Co., Ltd.	Chairman
Outside Director				
Outside Director				
Outside Audit & Supervisory Board Member				
Hiroko Ota	NATIONAL GRADUATE INSTITUTE FOR POLICY STUDIES JX Holdings, Inc. Mizuho Financial Group, Inc.	Professor		
		Outside Director		
		Outside Director		
Outside Audit & Supervisory	Yoshio Sato	SUMITOMO LIFE INSURANCE COMPANY	Chairman Outside Director	
Board Members		YOMIURI TELECASTING CORPORATION SAKATA INX CORPORATION	Outside Audit & Supervisory Board Member	
		Ikuro Hata	Oh-Ebashi LPC & Partners	Counsel
		Toshio Kinoshita	Kinoshita CPA Firm	Chief Executive Officer
		econtext Asia Limited	Outside Director	
		ASATSU-DK INC.	Outside Director	
		Cool Japan Fund Inc.	Outside Audit & Supervisory Board Member	
		WEATHERNEWS INC.	Outside Audit & Supervisory Board Member	

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- (Notes)
1. NIPPON LIFE INSURANCE COMPANY, SUMITOMO LIFE INSURANCE COMPANY and Sumitomo Mitsui Banking Corporation are major shareholders (top 10) of Panasonic, but do not have any other noteworthy relationships with the Company.
 2. There are no noteworthy relationships between the Company and corporations and organizations except the companies mentioned in 1. above.

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2. Major activities during fiscal 2015

Position	Name	Major activities
Outside Directors	Ikuo Uno	Attended 11 out of the 12 regular meetings of the Board of Directors and made constructive remarks in deliberation of proposed resolutions.
	Masayuki Oku	Attended 11 out of the 12 regular meetings of the Board of Directors and made constructive remarks in deliberation of proposed resolutions.
	Hiroko Ota	Attended 11 out of the 12 regular meetings of the Board of Directors and made constructive remarks in deliberation of proposed resolutions.
Outside Audit & Supervisory Board Members	Yoshio Sato	Attended all of the 10 regular meetings of the Board of Directors held after he took office in June 26, 2014, and made constructive remarks in deliberation of proposed resolutions.
	Ikuo Hata	Attended all of the 10 Audit & Supervisory Board meetings and actively made remarks grounded on his outside experience and expertise. Attended 11 out of the 12 regular meetings of the Board of Directors and made constructive remarks in deliberation of proposed resolutions.
	Toshio Kinoshita	Attended 12 out of the 13 Audit & Supervisory Board meetings and actively made remarks grounded on his outside experience and expertise. Attended all of the 10 regular meetings of the Board of Directors held after he took office in June 26, 2014, and made constructive remarks in deliberation of proposed resolutions.
		Attended all of the 10 Audit & Supervisory Board meetings and actively made remarks grounded on his outside experience and expertise.

3. Summary of contracts for limitation of liability

The Company has entered into contracts for limitation of liability with all Outside Directors and Outside Audit & Supervisory Board Members, respectively, which limit the amount of each Outside Director's and Outside 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.

5. Accounting Auditors

(1) Name of Accounting Auditors
KPMG AZSA LLC

(2) Remuneration, etc. Paid to Accounting Auditors for Fiscal 2015

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Classification	Details	Amount (millions of yen)
(1)	Amount of remuneration, etc.	695
(2)	Total amount of cash and other property benefits to be paid by the Company and its subsidiaries	1,278

- (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 the aggregate amounts.
 2. The Company and some of its consolidated subsidiaries paid compensation to accounting auditors for agreed procedures that constitute services not covered by Article 2, Paragraph 1 of the Certified Public Accountants Act of Japan.
 3. The financial statements and supplementary data of PanaHome Corporation and overseas subsidiaries and others are audited by accounting auditors other than KPMG AZSA LLC.

(3) 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.

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

The Company's Board of Directors made the following resolution concerning the Company's basic policy regarding the development of internal control systems. It was decided at the Board of Directors' meeting held on February 3, 2015 that this basic policy should be continued with some changes made to it to reflect revisions to the Companies Act and related laws and regulations.

1) System for ensuring legal compliance in the performance of Directors' duties

The Company shall ensure legal compliance in the performance of Directors' duties by developing effective corporate governance and monitoring systems, as well as by ensuring total compliance awareness among Directors.

2) 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.

3) Rules and other measures for financial risk management

The Company shall establish rules for risk management, and identify material risk through assessment of risks affecting management of the business. The Company shall also take countermeasures against each material risk, while monitoring the progress of such countermeasures with the aim of seeking continual improvement.

4) System for ensuring efficiency of the performance of Directors' duties

The Company shall ensure efficiency in the performance of Directors' duties by clarifying business goals through business plans and other measures, and examining progress towards achievement of such goals, while seeking to expedite decision-making.

5) System for ensuring compliance with applicable laws in the performance of employees' duties

The Company shall seek to increase employees' awareness of compliance issues by clarifying the Company's compliance policy. The Company shall also ensure legal compliance in the performance of employees' duties by developing effective monitoring systems.

6) System for ensuring the properness of operations across the Panasonic Group

While respecting the autonomy of each Group company's management practices, the Company shall fully ensure that Group companies adhere to the Company's management policy, management philosophy and basic policy regarding the development of internal control systems, and shall develop a system for reporting to the Company to thoroughly ensure proper operations of the Panasonic Group as a whole.

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7) 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.

8) 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.

9) System for Directors, employees and other staffs of the Company and its subsidiaries 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 and Group companies to properly report to the respective Audit & Supervisory Board Members, and moreover shall ensure opportunities and systems that enable audit & supervisory officers, who are non-statutory full-time auditors, of Divisional Companies and other such bodies, and Audit & Supervisory Board Members of Group companies to report to the Company's Audit & Supervisory Board Members.

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- 10) 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 opportunities and systems for Company and Group company employees and other staffs to report to Audit & Supervisory Board Members, the Company shall make sure that employees and other staffs who have duly reported do not incur unfavorable treatment as a consequence of such reporting.

- 11) 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 pre- payment or reimbursement in accordance with laws and regulations with respect to expenses incurred beyond amounts budgeted.

- 12) Other systems for ensuring effective performance of audits by the Audit & Supervisory Board Members

The Company shall have audit & supervisory officers assigned to Divisional Companies and other such entities to assist with audits by Audit & Supervisory Board Members. Moreover, the Company shall develop a system enabling effective performance of audits, 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 legal compliance in the performance of Directors' duties

- (i) The Company has established internal rules such as the Panasonic Code of Conduct and the Code of Ethics for Directors and Executive Officers, and endeavors to ensure that its Directors act in accordance with laws, regulations and the Company's Articles of Incorporation.
- (ii) The Company strengthens its supervisory functions by appointing multiple Outside Directors and by providing opportunities for the Outside Directors to actively communicate through Board of Directors' meetings and other such occasions.
- (iii) Audits are conducted by Audit & Supervisory Board Members and the Audit & Supervisory Board. In addition, at the Divisional Companies, management committees have been established and audit & supervisory officers have been appointed, which correspond in function to the Board of Directors and the Audit & Supervisory Board Members, respectively.

- 2) 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.

- 3) Rules and other measures for financial risk management

Based on Basic Risk Management Regulations, the Company identifies material risks by collecting and assessing information on risks in an integrated and comprehensive fashion through the Global and Group (G&G) Risk Management Committee, and takes countermeasures proportionate to the materiality of each risk.

- 4) System for ensuring efficiency of the performance of Directors' duties
- (i) The Company expedites decision-making through Rules of Approval for Decision-making in Important Matters, a clear separation of roles between Directors and Executive Officers, the delegation of authority to entities such as Divisional Companies and business divisions, the holding of Group Strategy Meetings, and the implementation of an IT system that ensures the rapid and accurate collection and transmission of important management information.
 - (ii) The Company creates the mid-term management plan, the business plan, and other measures, and implements these measures by confirming and examining the status of progress at the time of monthly settlement of accounts.

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- 5) System for ensuring compliance with applicable laws in the performance of employees' duties
 - (i) The Company has established internal rules such as the Panasonic Code of Conduct and implements various awareness-building activities such as its Compliance Awareness Month on a Company-wide basis as well as training tailored to specific employee levels and e-learning.
 - (ii) The Company seeks to detect improper acts at an early stage through operational audits and internal control audits, operating various types of hotlines in addition to other measures.
 - (iii) The Company aims to resolutely prevent any association with anti-social forces (such as organized criminal networks) by assigning an employee in the division overseeing such preventative measures specifically to the task of blocking any relations with such forces.

- 6) System for Ensuring the Propriety of Operations across the Panasonic Group
 - (i) 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 Code of Conduct and the Rules of Approval for Decision-Making in Important Matters; implementing group-wide regulations respecting individual professional functions; dispatching Directors and Audit & Supervisory Board Members to Group companies and exercising the Company's shareholder rights thereof; conducting regular operational audits and internal control audits of Group companies through the internal auditing group, and; sharing and disseminating information on business objectives through business policy announcements.
 - (ii) For publicly listed subsidiaries, the Company puts into effect those measures described above while taking into consideration the nature of such entities as publicly listed companies.
 - (iii) The framework described above ensures the propriety of operations, thereby enabling the Panasonic Group to establish the internal controls necessary for financial reporting based on the Financial Instruments and Exchange Act.

- 7) 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 the Audit & Supervisory Board Members.

- 8) Ensuring effectiveness of instructions given by Audit & Supervisory Board Members to employees who assist Audit & Supervisory Board Members
 - (i) Respective Audit & Supervisory Board Members issue instructions to their staff members, and those staff members accordingly assist the Audit & Supervisory Board Members in performing their duties.
 - (ii)

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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 the Audit & Supervisory Board Members.

- 9) System for Directors, employees and other staffs of the Company and its subsidiaries to report to the Company's Audit & Supervisory Board Members
 - (i) 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 Divisional Companies regarding business operations and issues at such Divisional Companies, and report such matters as necessary to the Company's Audit & Supervisory Board Members.
 - (ii) 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 irregularities or concerns in regards to accounting or auditing.

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- 10) 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 Company calls on departments associated with reported matters not to act unfavorably toward parties who have reported as a consequence of such reporting. Moreover, the Company enables parties to report matters anonymously under the Audit Report System, and prohibits unfavorable treatment of such parties as a consequence of such reporting.

- 11) Policy on management of expenses and debt incurred in execution of Audit & Supervisory Board Member duties