TABLE OF CONTENTS

Page

PART I	<u>Cautionary Statement Regarding Forward-Looking Statements</u>	
Item 1.	Identity of Directors, Senior Management and Advisers	
Item 1.	Offer Statistics and Expected Timetable	
Item 3.	Key Information	
	A. Selected Financial Data	<u>.</u>
	B. Capitalization and Indebtedness	<u>'</u>
	C. Reasons for the Offer and Use of Proceeds	<u>.</u>
	D. Risk Factors	
Item 4.	<u>Information on Kyocera Corporation and its Consolidated Subsidiaries</u>	12
	A. History and Development of Kyocera Corporation and its Consolidated Subsidiaries	12
	B. Business Overview	14
	C. Organizational Structure	24
	D. Property, Plants and Equipment	28
Item 4A.	<u>Unresolved Staff Comments</u>	30
Item 5.	Operating and Financial Review and Prospects	30
	A. Operating Results	30
	B. Liquidity and Capital Resources	50
	C. Research and development activities	61
	D. Trend Information	63
	E. Off-Balance Sheet Arrangements	64
	F. Tabular Disclosure of Contractual Obligations	64
Item 6.	<u>Directors, Senior Management and Employees</u>	65
	A. Directors and Senior Management	65
	B. Compensation	70
	C. Board Practices	7:
	D. Employees	7:
	E. Share Ownership	72
Item 7.	<u>Major Shareholders and Related Party Transactions</u>	78
	A. Major Shareholders	78
	B. Related Party Transactions	79
	C. Interests of Experts and Counsel	79
Item 8.	<u>Financial Information</u>	79
	A. Consolidated Statements and Other Financial Information	80
	B. Significant Changes	80
Item 9.	The Offer and Listing	80
	A. Offering and Listing Details	80
	B. Plan of Distribution	82
	C. Markets	82
	D. Selling Shareholders	82
	E. Dilution	82
	F. Expenses of the Issue	82
Item 10.	Additional Information	82
	A. Share Capital	82
	B. Memorandum and Articles of Association	82
	C. Material Contracts	9:
	D. Exchange Controls	9:
	E. Taxation	9:
	F. Dividends and Paying Agents	90
	G. Statement by Experts	90
	H. Documents on Display	90
	I. Subsidiary Information	9
Item 11.	Quantitative and Qualitative Disclosures about Market Risk	9
Item 12.	Description of Securities Other Than Equity Securities	99

PART II		100
Item 13.	Defaults, Dividend Arrearages and Delinguencies	100
Item 14.	Material Modification to Rights of Security Holders and Use of Proceeds	100
Item 15.	Controls and Procedures	100
Item 16A.	Audit Committee Financial Expert	101
Item 16B.	Code of Ethics	101
Item 16C.	Principal Accountant Fees and Services	101
Item 16D.	Exemption from the Listing Standards for Audit Committees	103
Item 16E.	Purchase of Equity Securities by the Issuer and Affiliated Purchasers	104
PART IV		105
Item 17.	<u>Financial Statements</u>	105
Item 18.	<u>Financial Statements</u>	105
Item 19.	Exhibits	106

Cautionary Statement Regarding Forward-Looking Statements

This annual report on Form 20-F contains "forward-looking statements" within the meaning of Section 21E of the U.S. Securities and Exchange Act of 1934. To the extent that statements in this Form 20-F do not relate strictly to historical or current facts, they may constitute forward-looking statements. These forward-looking statements are based upon our current assumptions and beliefs in the light of the information currently available to us, but involve known and unknown risks, uncertainties and other factors. Such risks, uncertainties and other factors may cause our actual actions or results to differ materially from those discussed in or implied by the forward-looking statements. We undertake no obligation to publicly update any forward-looking statement after the date of this Form 20-F, but investors are advised to consult any further disclosures by us in our subsequent filings pursuant to the U.S. Securities Exchange Act of 1934.

Important risks, uncertainties and other factors that may cause our actual results to differ materially from our expectations are generally set forth in Item 3.D "Risk Factors" of this Form 20-F and include, without limitation:

- general economic conditions in our markets, which are primarily Japan, North America, Europe, and Asia, including in particular China;
- the effect of foreign exchange fluctuations on our results of operations, particularly between the yen and each of the U.S. dollar and Euro, in which we make significant sales;
- our ability to launch innovative products and otherwise meet the advancing technical requirements of our customers, particularly in the highly competitive markets for ceramics, semiconductors and electronic components;
- the level of continuing demand for existing products of our competitors and the pricing of those products, and their ability to introduce new products;
- the extent and pace of future growth or contraction in information technology (IT)-related markets around the world, including those for communications and personal computers;
- the level of continuing demand for, and timing of sales of, our existing products;
- · declining prices for our products and services;
- · the effect of future acquisitions on our financial condition and results of operations;
- the effect of prevailing interest rates and the performance of equity and other financial markets generally;
- the timing of new product introductions and market acceptance for our new products;
- an increase in the incidence of product returns;
- events that may impact negatively on our markets or supply chain, including terrorist acts and outbreaks of diseases;

and other risks discussed under Item 3.D "Risk Factors" and elsewhere in this Form 20-F.

Presentation of Certain information

As used in this Form 20-F, references to "Kyocera," "we," "our" and "us" are to Kyocera Corporation and, except as the context otherwise requires, its consolidated subsidiaries.

Also, as used in this Form 20-F:

- "U.S. dollar" or "\$" means the lawful currency of the United States of America, "yen" or "\display" means the lawful currency of the European Union.
- "U.S. GAAP" means accounting principles generally accepted in the United States of America, and "Japanese GAAP" means accounting principles generally accepted in Japan.
- "ADS" means an America Depositary Share, each representing one share of Kyocera's common stock, and "ADR" means an American Depositary Receipt evidencing ADSs.
- "fiscal 2006" refers to Kyocera's fiscal year ended March 31, 2006, and other fiscal years are referred to in a corresponding manner.
- Unless otherwise indicated, we have translated the yen amounts for the year ended March 31, 2006, as of March 31, 2006 and thereafter presented in this Form 20-F into U.S. dollars solely for your convenience. The rate we used for such translations was ¥117.00 = \$1.00, which was the noon buying rate in New York City for cable transfers in foreign currencies as certified for customs purposes by the Federal Reserve Bank of New York on March 31, 2006, rounded to the nearest yen. These translations do not imply that the yen amounts actually represent, or have been or could be converted into, equivalent amounts in the U.S. dollars.