# Consolidated Financial Results for the First Half of Fiscal Year Ending March 31, 2015 (Six Months Ended September 30, 2014) (Based on J-GAAP)

November 11, 2014

Company name: T-Gaia Corp. Listing: Tokyo Stock Exchange, First Section

Stock code: 3738 URL: <a href="http://www.t-gaia.co.jp/">http://www.t-gaia.co.jp/</a>

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Scheduled date of filing Securities Report: November 12, 2014

Scheduled commencement date of dividend payout: December 9, 2014

Financial results supplementary explanatory documents: Yes

Financial results presentation: Yes (for institutional investors & analysts)

#### (All amounts are rounded down to the nearest million yen)

#### 1. Consolidated Financial Results for the First Half of Fiscal Year Ending March 31, 2015 (April 1, 2014 – September 30, 2014)

(1) Consolidated results of operations (six months) (Percentages represent year-over-year changes) Operating income Net sales Ordinary income Net income Million yen Million yen Million yen Million yen % % 1H FY 2015 1H FY 2014 5,869 5,838 3,187 (6.4)287,348 (13.8)(4.4)(4.6)333,337 (4.6)6,139 13.1 6,116 3,404 14.0

(Note) Comprehensive income (million yen):

1H FY 2015:3,194 (6.0%)

1H FY 2014:3,397 15.2%

|            | Net income per share | Diluted net income per share |
|------------|----------------------|------------------------------|
|            | Yen                  | Yen                          |
| 1H FY 2015 | 46.36                |                              |
| 1H FY 2014 | 43.11                | 43.08                        |

(2)Consolidated financial position

|            | Total assets | Net assets  | Equity ratio |
|------------|--------------|-------------|--------------|
|            | Million yen  | Million yen | %            |
| 1H FY 2015 | 148,519      | 25,760      | 17.2         |
| FY 2014    | 199,631      | 23,713      | 11.8         |

Reference: Shareholders' equity (million yen):

1H FY 2015:25,611

FY 2014: 23,594

#### 2. Dividends

|                     | Annual dividends |                                      |     |       |       |  |  |
|---------------------|------------------|--------------------------------------|-----|-------|-------|--|--|
|                     | 1Q-end           | 1Q-end Interim 3Q-end Yearend Annual |     |       |       |  |  |
|                     | Yen              | Yen                                  | Yen | Yen   | Yen   |  |  |
| FY 2014             | _                | 17.50                                | _   | 17.50 | 35.00 |  |  |
| FY 2015             | _                | 17.50                                |     |       |       |  |  |
| FY 2015 (forecasts) |                  |                                      | _   | 17.50 | 35.00 |  |  |

Note: Revisions to the dividend forecast in the current quarter: None

#### 3. Consolidated forecasts for the Fiscal Year Ending March 31, 2015 (April 1, 2014 – March 31, 2015)

(Percentages represent year-over-year changes)

|           | Net sales   |     | Operating is | ncome | Ordinary income |     | Ordinary income Net income |     | me     | Net income per share |
|-----------|-------------|-----|--------------|-------|-----------------|-----|----------------------------|-----|--------|----------------------|
|           | Million yen | %   | Million yen  | %     | Million yen     | %   | Million yen                | %   | Yen    |                      |
| Full year | 720,000     | 1.8 | 13,000       | 1.9   | 12,800          | 1.1 | 7,250                      | 6.1 | 105.52 |                      |

Note: Revisions to the financial forecast in the current quarter: None

### T-Gaia Corp. (3738) / Consolidated Financial Results for the First Half of Fiscal Year Ending March 31, 2015 (Six Months Ended September 30, 2014) (Based on J-GAAP)

#### **Notes**

(1) Changes in significant subsidiaries during the consolidated period (six months) under review (changes in subsidiaries accompanying change in the scope of consolidation): None

New: None (Company name: )
Excluded: None (Company name: )

- (2) Application of simplified accounting procedures and special accounting procedures: None
- (3) Changes in accounting principles, estimates and restatement
  - 1) Changes in accounting principles caused by revision of accounting standards: None
  - 2) Changes in accounting principles other than those mentioned above: None
  - 3) Changes in accounting estimates: None
  - 4) Restatement: None
- (4) Number of shares issued and outstanding (shares of common stock)
  - 1) Number of shares outstanding (including treasury stock) at end of period
  - 2) Number of treasury stock at end of period
  - 3) Average number of shares outstanding during the period (six months)

| 1H FY 2015 | 79,074,000 shares | FY 2014    | 79,005,600 shares |
|------------|-------------------|------------|-------------------|
| 1H FY 2015 | 10,300,336 shares | FY 2014    | 10,300,336 shares |
| 1H FY 2015 | 68,747,476 shares | 1H FY 2014 | 78,960,107 shares |

#### \* Implementation of quarterly review procedures

The consolidated financial statement is not subject to audit procedures pursuant to the Financial Instruments and Exchange Act.

At the time of disclosure of the consolidated financial statement, the audit procedures of consolidated financial statements pursuant to the FIEA are already completed.

#### \* Cautionary statement with respect to forward-looking statements

(Disclaimer on forward-looking statements)

These materials contain forward-looking information including earnings projections based on information currently available to the Company and certain assumptions considered reasonable in the judgment of the Company. Nothing contained in these materials is meant to suggest that the Company promises to attain the said projections. Moreover, due to various factors, actual results may materially differ from projections. Concerning matters to be observed regarding the assumptions underlying earnings projections and concerning the use of earnings projections, please refer to "(3) Qualitative information concerning consolidated business performance forecast" under "1. Qualitative Information Concerning the First Half Financial Results" on page 3 of the Attachment to the summary of quarterly financial statement.

(Concerning 1H earnings presentation and 1H earnings supplementary explanatory documents)

1H earnings presentation for Institutional Investors & Analysts will be made as on November 19, 2014.

1H earnings supplementary explanatory documents will be posted on the website of T-Gaia Corporation.

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#### 1. Qualitative Information Concerning the First Half Financial Results

#### (1) Qualitative information regarding operating performance

The Japanese economy in the period under review (April - September 2014) experienced a moderate recovery with improving corporate earnings aided by monetary and economic policy measures provided by the government. However, given concerns over the possibility of a protracted backlash after the demand rush ahead of the consumption tax rate increase, the outlook remains uncertain.

In the market for mobile phone handset sales, which forms the business mainstay of the Group (the Company and its consolidated subsidiaries), sales developed favorably as the major three telecommunications carriers completed the roll-out of their new phone charge plans and spurred by the sales launch of the new iPhone and other attractive new models.

In this operating environment, Group sales of mobile phone handsets, etc., totaled 2.31 million units, with the percentage of smartphones approximately 70% of the total.

In the Mobile Telecommunications Business, the Group expanded sales of tablets and other smart devices, and achieved higher sales of smartphone accessories and other related merchandise and services. Additionally, ongoing structural reform efforts continued such as enhancing the efficiency of store operations and raising company-level operational efficiency.

In the Solutions Business, income from mobile solutions for corporate clients increased, but sales of fixed-line related merchandise were depressed.

Settlement Services Business and Other Business were affected by a drop in electronic-money based merchandise sales using PIN-sales systems usable for settlement through electronic commerce (EC) or social networking service (SNS) services, as well as by capital expenditure for proactive investments in the development of overseas operations. As a result, for the period under review, net sales totaled 287,348 million yen (-13.8% compared with the year-earlier period), with operating income of 5,869 million yen (-4.4% compared with the year-earlier period), ordinary income of

period), with operating income of 5,869 million yen (-4.4% compared with the year-earlier period), ordinary income of 5,838 million yen (-4.6% compared with the year-earlier period), and net income of 3,187 million yen (-6.4% compared with the year-earlier period).

Results by business segment are described below.

#### (Mobile Telecommunications Business)

In the period under review, sales revenues marked 231,363 million yen (-12.6% compared with the year-earlier period) reflecting a significant decline in unit sales in the first quarter due to the demand backlash at the end of the previous fiscal year and diminished sales promotion measures by telecommunications carriers. A recovery in the sales market emerged in the second quarter, however, as the major three telecommunications carriers completed the roll-out of their new phone charge plans and thanks to the sales launch of the new iPhone and other new models, lifting unit sales over the year-earlier period.

Earnings benefited from increased sales of tablets and other smart devices. This was due to enhancements to the quality of sales provided by staff members achieved through training classes held mostly at the "TG Academy," an in-house educational and training institution. Additionally, efforts continued to promote propositions for smartphone accessories and other related merchandise and services to increase the convenience of smartphone users. Moreover, company-level business efficiency measures kept being implemented such as efficient store operations through appropriate personnel deployment aligned with customer traffic volume and optimization of sales routes with the emphasis on profitability, among other structural reform measures. As a result, operating income posted 4,333 million yen (+5.1% compared with the year-earlier period).

#### (Solutions Business)

In the period under review, mobile solutions for corporate clients reported higher earnings from expanded sales of tablets and other smart devices as well as various kinds of support services such as kitting services. Sales of fixed-line related merchandise were depressed, however, due to the intense competition from mobile broadband. As a result, sales revenues fell to 13,274 million yen (-8.1% compared with the year-earlier period) with operating income of 1,284 million yen (-10.5% compared with the year-earlier period).

#### (Settlement Services Business and Other Business)

In the period under review, the merchandise composition changed from electronic-money based merchandise (with face value amounts equaling sales revenue) to gift cards (with received commissions as the sole revenue source). As a result, sales fell to 42,710 million yen (-21.4% compared with the year-earlier period).

Earnings were affected by lower electronic-money based merchandise sales using PIN-sales systems as well as by capital expenditure for proactive investment in the development of overseas operations in China and Singapore, leaving operating income at 252 million yen (-56.5% compared with the year-earlier period).

#### (2) Qualitative information concerning the consolidated financial position

(Assets)

Consolidated current assets at the end of the period under review were 132,727 million yen, which was 27.6% lower than at the end of the previous fiscal year. This was mainly due to lower accounts receivable, product inventories, and accrued income, which respectively decreased 30,287 million yen, 13,596 million yen, and 5,288 million yen. Non-current assets were 15,791 million yen, which was 3.5% lower than at the end of the previous fiscal year. This was mainly due to an 803 million yen decline in goodwill and a 209 million yen increase in investment securities.

As a result, consolidated total assets posted 148,519 million yen, which was 25.6% lower than at the end of the previous fiscal year.

#### (Liabilities)

Consolidated current liabilities at the end of the period under review were 108,419 million yen, which was 33.7% lower than at the end of the previous fiscal year. This was mainly due to lower trade accounts payable, short-term borrowings, and other accounts payable, which respectively decreased 17,148 million yen, 28,499 million yen, and 4,358 million yen. Non-current liabilities were 14,340 million yen, which was 15.2% higher than at the end of the previous fiscal year. This was mainly due to a 1,857 million yen increase in long-term borrowings.

As a result, consolidated total liabilities posted 122,759 million yen, which was 30.2% lower than at the end of the previous fiscal year.

#### (Net assets)

Consolidated net assets at the end of the period under review were 25,760 million yen, which was 8.6% higher than at the end of the previous fiscal year. This was mainly due to an increase in retained earnings from 3,187 million yen in net income for the quarter and a 1,202 million yen withdrawal from retained earnings for dividend payments.

#### (3) Qualitative information concerning the consolidated financial forecasts

The earnings estimates for the full year to March 2015 released on May 15, 2014, remain the same. Six months (April - September 2014) sales represent 39.9 percent of the full-year estimate released on May 15, 2014, with percentages for operating income, ordinary income, and net income at 45.1 percent, 45.6 percent, and 44.0 percent, respectively.

### 2. Summary (Notes) Information

Not applicable.

# 3. Quarterly Consolidated Financial Statements (1) Quarterly consolidated balance sheets

|  |                                   | (Millions of yen                         |
|--|-----------------------------------|--|
|  | FY 2014<br>(As of March 31, 2014) | 1H FY 2015<br>(As of September 30, 2014) |
| Assets   |                                   |  |
| Current assets                                 |                                   |  |
| Cash and deposits                              | 3,490                             | 2,172                                    |
| Accounts receivable – trade                    | 97,706                            | 67,419                                   |
| Products                                       | 45,146                            | 31,549                                   |
| Inventories                                    | 131                               | 60                                       |
| Other accounts receivable                      | 34,874                            | 29,580                                   |
| Other current assets                           | 1,933                             | 1,94                                     |
| Allowance for doubtful accounts                | (16)                              | (11                                      |
| Total current assets                           | 183,266                           | 132,72                                   |
| Fixed assets                                   | 103,200                           | 132,72                                   |
| Tangible fixed assets                          | 3,152                             | 3,042                                    |
| Intangible assets                              | 3,132                             | 3,042                                    |
| Goodwill                                       | 5,365                             | 4,56                                     |
| Others   | 973                               | 990                                      |
| Total intangible assets                        | 6,339                             | 5,552                                    |
| Investments and other assets                   | 0,339                             | 3,33,                                    |
|  | 4,319                             | 4,349                                    |
| Leasehold deposits Others                      |                                   | 2,855                                    |
|  | 2,561                             |  |
| Allowance for doubtful accounts                | (8)                               | (7                                       |
| Total investments and other assets             | 6,872                             | 7,19                                     |
| Total fixed assets                             | 16,364                            | 15,79<br>148,519                         |
| Total assets                                   | 199,631                           | 148,519                                  |
| Liabilities                                    |                                   |  |
| Current liabilities                            | 00.40=                            |  |
| Accounts payable – trade                       | 82,187                            | 65,038                                   |
| Short-term borrowings                          | 28,566                            | 6  |
| Long-term borrowings payable within one year   | 12,100                            | 8,392                                    |
| Accounts payable – other                       | 35,120                            | 30,76                                    |
| Unpaid taxes                                   | 3,286                             | 2,36                                     |
| Reserve of bonuses                             | 1,427                             | 1,229                                    |
| Allowance for early subscription cancellations | 218                               | 14                                       |
| Others   | 560                               | 42                                       |
| Total current liabilities                      | 163,466                           | 108,419                                  |
| Long-term liabilities                          |                                   |  |
| Long-term borrowings                           | 10,268                            | 12,125                                   |
| Retirement benefit liabilities                 | 389                               | 403                                      |
| Asset Retirement Obligations                   | 1,178                             | 1,212                                    |
| Others   | 614                               | 599                                      |
| Total long-term liabilities                    | 12,450                            | 14,340                                   |
| Total liabilities                              | 175,917                           | 122,759                                  |
| Net Assets                                     | 1 2 7                             | ,,,,,                                    |
| Shareholders' equity                           |                                   |  |
| Capital stock                                  | 3,127                             | 3,154                                    |
| Capital surplus                                | 5,613                             | 5,640                                    |
| Retained earnings                              | 23,478                            | 25,460                                   |
| Acquisition of own stock                       | (8,755)                           | (8,755                                   |
| Total shareholders' equity                     | 23,464                            | 25,50                                    |
| Accumulated other comprehensive income         | 23,404                            | 23,30.                                   |
| Net unrealized holding gain on securities      | 57                                | 6  |
|  | 73                                |  |
| Foreign currency translation adjustment        |                                   | 4:                                       |
| Total accumulated other comprehensive income   | 130                               | 10                                       |
| Minority interests                             | 119                               | 143                                      |
| Total net assets                               | 23,713                            | 25,760                                   |
| Total Liabilities and Net Assets               | 199,631                           | 148,519                                  |

### (2) Quarterly consolidated statements of income and Quarterly consolidated statements of comprehensive income

(Quarterly consolidated statements of income) (Consolidated first half period)

| (Consolidated first fiall period)                | 111 53/2014  | (Millions of yen)  |
|--|--|--|
|  | 1H FY2014<br>(from April 1, 2013 to<br>September 30, 2013) | 1H FY2015<br>(from April 1, 2014 to<br>September 30, 2014) |
| Net Sales  | 333,337  | 287,348  |
| Cost of Sales                                    | 302,572  | 257,983  |
| Gross Profit                                     | 30,764   | 29,364   |
| Selling, General and Administrative<br>Expenses  | 24,625   | 23,495   |
| Operating Income                                 | 6,139  | 5,869  |
| Non-operating Income                             |  |  |
| Interest income                                  | 2  | 1  |
| Dividend income                                  | 2  | 3  |
| Insurance income                                 | 15   | 20   |
| Income from indemnity                            | 32   | 29   |
| Others   | 32   | 16   |
| Total non-operating income                       | 85   | 70   |
| Non-operating Expenses                           |  |  |
| Interest expenses                                | 99   | 94   |
| Others   | 8  | 7  |
| Total non-operating expenses                     | 107  | 101  |
| Ordinary Income                                  | 6,116  | 5,838  |
| Extraordinary Gains                              |  |  |
| Gain on sales of fixed assets                    | 0  | 0  |
| Gain from disposal of golf club membership       | _  | 6  |
| Total extraordinary gains                        | 0  | 6  |
| Extraordinary Losses                             |  |  |
| Loss on removal of fixed assets                  | 25   | 32   |
| Loss on revaluation of investments in securities | 24   | _  |
| Total extraordinary losses                       | 50   | 32   |
| Net income before income taxes                   | 6,066  | 5,812  |
| Income Taxes – Current                           | 2,537  | 2,636  |
| Income Taxes – Deferred                          | 124  | (41)   |
| Total Income Taxes                               | 2,662  | 2,595  |
| Net Income before Minority Interest              | 3,404  | 3,217  |
| Minority Interest in Income                      | <u>—</u>   | 29   |
| Net Income                                       | 3,404  | 3,187  |
|  |  |  |

# (Quarterly consolidated statements of comprehensive income) (Consolidated first half period)

|   |   | (Millions of yen)                             |
|---|---|---|
|   | 1H FY2014                                     | 1H FY2015                                     |
|   | (from April 1, 2013 to<br>September 30, 2013) | (from April 1, 2014 to<br>September 30, 2014) |
| Net Income before Minority Interest                             | 3,404   | 3,217   |
| Other Comprehensive Income                                      |   |   |
| Net unrealized holding gain on securities                       | (27)  | 5   |
| Foreign currency translation adjustment                         | 20  | (27)  |
| Total other comprehensive income                                | (6)   | (22)  |
| Quarterly Comprehensive Income                                  | 3,397   | 3,194   |
| (Breakdown)   |   |   |
| Comprehensive income attributable to shareholders of the parent | 3,397   | 3,165   |
| Minority interest in comprehensive income for the quarter       | _   | 29  |

### (3) Consolidated statements of cash flows

|   | 1H FY2014<br>(from April 1, 2013 to | (Million ye<br>1H FY2015<br>(from April 1, 2014 to |
|---|-------------------------------------|--|
| Cash Flows from Operating Activities  | September 30, 2013)                 | September 30, 2014)                                |
| Income for the period before income taxes   | 6,066                               | 5,81   |
| Depreciation  | 646                                 | 72   |
| Amortization of goodwill  | 787                                 | 85   |
| Increase (decrease) in allowance for doubtful accounts                                      | 5                                   | (:   |
| Increase (decrease) in reserve for employees' bonuses                                       | (249)                               | (19  |
| Increase (decrease)in allowance for early subscription cancellations                        | 2                                   | (7-  |
| Increase (decrease) in accrued employees' retirement benefits                               | (26)                                | -  |
| Increase (decrease) in pension obligation liabilities                                       | _                                   |  |
| Interest and dividend income  | (5)                                 | (  |
| Interest expenses   | 99                                  | 9  |
| Loss (gain) on sales of fixed assets  | (0)                                 | (  |
| Loss on removal of fixed assets   | 25                                  |  |
| Loss (gain) on sales of investment securities   | 24                                  | -  |
| Loss (gain) from disposal of golf club membership   | _                                   | (  |
| Decrease (increase) in accounts receivable  | 38,037                              | 30,2   |
| Decrease (increase) in accounts receivable – other  | 7,788                               | 5,2  |
| Decrease (increase) in inventories  | 10,859                              | 13,6   |
| Increase (decrease) in accounts payable   | (15,087)                            | (17,14   |
| Change in other accounts payable  | (11,942)                            | (3,72  |
| Others  | (180)                               | (2   |
| Subtotal  | 36,851                              | 35,5   |
| Interests and dividends received  | 5                                   |  |
| Interests paid  | (100)                               | (10  |
| Income taxes paid   | (1,755)                             | (3,63  |
| Net cash provided by operating activities   | 35,000                              | 31,8   |
| Cash Flows from Investing Activities  | 33,000                              | 31,0.  |
| Payment for purchase of property, plant and equipment                                       | (469)                               | (41  |
| Proceeds from sales of property, plant and equipment  | (409)                               | (41  |
| * * * * *   |                                     | (10  |
| Payment for purchase of software  | (130)<br>(200)                      | (10  |
| Payment for purchase of investment securities  Proceeds from sales of investment securities |                                     | (20  |
|   | 1                                   |  |
| Payment for loans receivable  | (0)                                 | (  |
| Proceeds from collection of loans receivable  | (240)                               | (1)  |
| Payment for leasehold deposits  | (240)                               | (13  |
| Proceeds from return of leasehold deposits  | 116                                 | 1  |
| Payment for acquisition of business   | _                                   | (69  |
| Proceeds from disposal of golf club membership  |                                     | (22  |
| Others  | (59)                                | (23  |
| Net cash used in investing activities   | (978)                               | (1,66  |
| Cash Flows from Financing Activities  |                                     |  |
| Increase (decrease) in short term borrowings  | (30,404)                            | (28,48   |
| Proceeds from long-term borrowings  | _                                   | 10,5   |
| Decrease in long-term borrowings  | (1,386)                             | (12,35   |
| Proceeds from a share issue   | 12                                  |  |
| Payments for purchase of treasury stock   | (0)                                 |  |
| Cash dividends paid   | (1,381)                             | (1,20  |
| Net cash used in financing activities   | (33,159)                            | (31,48   |
| Effect of exchange rate changes on Cash and Cash Equivalents                                | 12                                  | (2   |
| Increase (Decrease) in Cash and Cash Equivalents  | 874                                 | (1,31  |
| Cash and Cash Equivalents at Beginning of Period  | 1,997                               | 3,4  |
| Cash and Cash Equivalents at End of Period  | 2,872                               | 2,1  |

#### (4) Notes to quarterly consolidated financial statements

(Notes on the going-concern assumption) Not applicable.

(Notes on significant changes in shareholders' equity) Not applicable.

(Segment information)

Segment Information

- I. 1H FY 2014 (from April 1, 2013 to September 30, 2013)
- 1. Information by reportable segment on sales and income/loss amounts

(Millions of yen)

|                                      | Mobile<br>Telecommunications<br>Business | Solutions Business | Settlement Services<br>Business and Other<br>Business | Total   |
|--------------------------------------|--|--------------------|---|---------|
| Net Sales                            | 264,592                                  | 14,438             | 54,305  | 333,337 |
| Segment Income<br>(Operating Income) | 4,123                                    | 1,435              | 580   | 6,139   |

2. Total income or loss of reportable segments, difference to income or loss reported in the consolidated statement of income for the period under review, and main items responsible for the difference (Matters concerning difference adjustment)

Total income of reportable segments is consistent with operating income as stated in the quarterly consolidated statement of income.

- 3. Matters concerning the change of reportable segments Not applicable.
- II. 1H FY 2015 (from April 1, 2014 to September 30, 2014)
- 1. Information by reportable segment on sales and income/loss amounts

(Millions of yen)

|                                      | Mobile<br>Telecommunications<br>Business | Solutions Business | Settlement Services<br>Business and Other<br>Business | Total   |
|--------------------------------------|--|--------------------|---|---------|
| Net Sales                            | 231,363                                  | 13,274             | 42,710  | 287,348 |
| Segment Income<br>(Operating Income) | 4,333                                    | 1,284              | 252   | 5,869   |

2. Total income or loss of reportable segments, difference to income or loss reported in the consolidated statement of income for the period under review, and main items responsible for the difference (Matters concerning difference adjustment)

Total income of reportable segments is consistent with operating income as stated in the quarterly consolidated statement of income.

3. Matters concerning the impairment loss from fixed assets or goodwill of reportable segments Not applicable.