# Summary of Consolidated Financial Statements for the Third Quarter of the Fiscal Year Ending March 31, 2005

February 1, 2005

These financial statements have been prepared for reference only in accordance with accounting principles and practices generally accepted in Japan.

### FANCL CORPORATION

URL: http://www.fancl.co.jp Representative: Kenji Fujiwara, President and Representative Director Contact: Shoji Shiba, Managing Officer of Administrative Headquarters Phone: +81-45-226-1200 Stock exchange listings: Tokyo Code number: 4921

### 1. Preparation of Summary of Quarterly Results

(1)	Use of simplified accounting method:	Yes
	(Details)	
	Method of depreciation of fixed asset	s:
	(1) Tangible fixed assets	Quarterly portion of estimated amount for the year
	(2) Intangible fixed assets	Quarterly portion of estimated amount for the year
	Standard for stating income taxes:	Calculated using the estimated annual tax rate based
		on the effective statutory tax rate.
	Simplified procedures are used for amo	ounts with an immaterial effect.

(2) Changes in account method used in most recent consolidated fiscal year: None

(3) Changes in scope of consolidation and application of equity method: None

### 2. Results for the Third Quarter of Fiscal 2005 (April 1, 2004 to December 31, 2004)

(1) Sales and Income

	Net sales (¥ million)	Year-on- year change (%)	Operating income (¥ million)	Year-on-year change (%)	Ordinary income (¥ million)	Year-on-year change (%)
Nine months ended 12/04	66,251	3.3	3,783	(53.5)	3,979	(52.6)
Nine months ended 12/03	64,107	(6.5)	8,130	(14.5)	8,388	(16.2)
(Ref.) Year ended 3/04	84,956		7,769		7,686	

	Net income (¥ million)	Year-on-year change (%)	Earnings per share (¥)	Earnings per share (diluted) (¥)
Nine months ended 12/04	1,434	(64.6)	67.40	_
Nine months ended 12/03	4,057	(27.3)	183.80	
(Ref.) Year ended 3/04	3,387		154.57	_

Note: Year-on-year change for net sales, operating income, ordinary income and net income is the change from the third quarter period of the previous year.

### **Operating Results ( Quarterly Summary )**

Economic conditions in Japan during the third quarter remained uncertain due to factors including an incomplete recovery in consumer spending, despite a recovery trend supported by growth in exports, improved corporate profits and a an increase in private capital investment.

In the cosmetics industry, the market as a whole was flat despite strong performance of sunscreen and beauty lotion.

In the nutritional supplements industry, the market continued to expand amid rising health consciousness, and competition intensified substantially with the entrance of new market participants.

Amid this business environment, FANCL invested a total of ¥15,995 million, a ¥4,244 million increase compared with the same period in the previous year, in advertising and promotion, and actively reformed stores and opened new stores, in line with the FANCL Change and Challenge Plan, a three year medium-term management plan.

Consequently, although net sales for the third quarter increased 3.3 percent compared with the same period in the previous year to ¥66,251 million, operating income decreased 53.5 percent compared with the same period in the previous year to ¥3,783 million, the operating income ratio decreased by 7.0 percentage points to 5.7 percent, ordinary income decreased 52.6 percent compared with the same period in the previous year to ¥3,979 million, and the ordinary income margin decreased 7.1 percentage points to 6.0 percent.

Net income for the nine months ended December 31, 2004 decreased 64.6 percent compared with the same period in the previous year to \$1,434 million and the ratio of net income to net sales decreased 4.2 percentage points to 2.1 percent, due to factors including a loss on cancellation of lease recorded in the course of changing to a new production method for *Hatsuga Genmai*.

(2) Financial Position

	Total assets	Shareholders' equity	Shareholders'	Shareholders' equity
	(¥ million)	(¥ million)	equity/total assets (%)	per share (¥)
Nine months ended 12/04	78,245	65,931	84.3	3,098.15
Nine months ended 12/03	80,636	67,491	83.7	3,112.54
(Ref.) Year ended 3/04	78,479	65,613	83.6	3,082.42

(3) Cash Flows

	Net cash provided by operating activities	Net cash used in investing activities	Net cash used in financing activities	Cash and cash equivalents at end of
	(¥ million)	(¥ million)	(¥ million)	period (¥ million)
Nine months ended 12/04	1,198	(1,617)	(1,027)	22,120
Nine months ended 12/03	4,158	(3,231)	(3,159)	24,133
(Ref.) Year ended 3/04	5,861	(4,118)	(4,532)	23,561

### **Qualitative Information Concerning Changes to the Financial Conditions**

Cash and cash equivalents ("net cash") at the end of the third quarter decreased ¥1,441million from the end of the previous year to ¥22,120 million. Cash flows and factors are as appear below.

(Cash flows from operating activities)

Net cash used in operating activities amounted to \$1,198 million, due to factors including \$3,531 million in income before income taxes, \$1,815 million in depreciation and amortization, \$708 million in increased inventory, and \$1,520 million income taxes paid.

(Cash flows from investing activities)

Net cash used in investing activities totaled \$1,617 million, due primarily to \$1,115 million in payment for shop renewals. (Cash flows from financing activities)

Net cash used in financing activities was ¥1,027 million, due primarily to cash dividends paid.

### Supplementary Materials

(Summary) Third Quarter Consolidated Balance Sheets, (Summary) Third Quarter Consolidated Statements of Income

### [Reference]

Projected consolidated results for the year ending March 31, 2005(April 1, 2004 to March 31, 2005)

	Net sales (¥ million)	Ordinary income (¥ million)	Net income (¥ million)
Year ending 3/05	88,000	5,200	1,700

Reference: Estimated earnings per share (full year): ¥79.88

Note: The above projections were made based on information available to the Company at the time of publication of these materials. Actual results may differ depending on a number of factors including but not limited to economic conditions.

Qualitative information in these projections:

Results were generally in line with projections, and there are at present no revisions to the projections announced on October 29, 2004.

### 1. (Summary) Third Quarter Consolidated Balance Sheets

(Millions of yen) As of December 31, As of March 31, As of December 31, 2003 2004 2004 Item Percentage Percentage Percentage Amount Amount Amount of Total of Total of Total (ASSETS) % % % Т Current assets 16,401 Cash and cash equivqlents 14,386 15,828 Notes and accounts receivable 9,524 9,444 7,814 7,732 Marketable securities 7,733 7,732 6,180 5,372 5,472 Inventories Others 2,409 1,900 2,388 40,234 Total current assets 51.4 40,851 50.7 39,236 50.0 II Fixed assets 1. Tangible fixed assets: Buildings and structures 12.701 12.403 10.718 10.719 10.847 Land 10.847 Others 2,947 5,692 3,217 Total tangible fixed assets 26,198 33.5 27,130 33.7 26,767 34.1 2 Intangigle fixed assets 1,280 1.6 1,974 2.4 1,636 2.1 3 Investments and other assets: Investment securities 1,107 1,007 1,083 999 1,007 Long-term loans 985 2,502 Guaranty money 2,475 2,505 <u>5,</u>963 6,245 Others 6,167 Total investments and other assets 10,531 13.5 10,679 13.2 10,839 13.8 49.3 Total fixed assets 38,010 48.6 39,784 39,242 50.0 78,245 100.0 100.0 78,479 100.0 Total assets 80,636 (LIABILITES) % % % **Current liabilities:** I Notes and accounts payable 3,725 3,823 3,172 Accrues liabilities 4,273 3,080 2,851 Accued income taxes 1.105 1,278 1,631 1,995 1,471 Others 1,513 Total current liabilities 9,598 12.2 10,301 12.8 10,022 12.8 II Long-term Liabilities: Allowance for retirement bonuses 1,120 1,175 1,196 Allowance for directors' retirement 1,108 1,183 1,210 bonuses Others 485 484 437 Total long-term liablities 2,714 3.5 2,843 3.5 2,843 3.6 13,145 Total liabilities 12,313 15.7 16.3 12,866 16.4 (SHAREHOLDERS' EQUITY) т Common stock 10,795 13.8 10,795 13.4 10,795 13.7 14.5 II Capital reserve 11.706 15.0 11.706 11,706 14.9 III Retained earnings 50,897 65.1 51,198 63.5 50,528 64.4 IV Net unrealized holding gain on other securities 22 0.0 18 0.0 54 0.1 v Foreign currency translation adjustment (4)(0.0)(20)(0.0)(4)(0.0)VI Treasury stock (7, 484)(9.6) (6, 205)(7.7)(7, 466)(9.5)Total shareholders' equity 65,931 84.3 67,491 83.7 65,613 83.6 Total liabilities and shareholders' 100.0 100.0 78,479 100.0 78,245 80,636 equity

### 2. (Summary) Third Quarter Consolidated Statements of Income

(Summary) Third Quarter Cons	onduied bid				(Mil	lions of yen
Item	Nine month December 3		Nine months ended December 31, 2003		Year ended March 31, 2004	
	Amount	Percentage of Total	Amount	Percentage of Total	Amount	Percentage of Total
		%		%		%
Net sales	66,251	100.0	64,107	100.0	84,956	100.0
Cost of sales	22,643	34.2	22,048	34.4	29,260	34.4
Gross profit	43,607	65.8	42,058	65.6	55,696	65.6
Selling, general and administrative expenses	39,824	60.1	33,928	52.9	47,926	56.4
Operating income	3,783	5.7	8,130	12.7	7,769	9.1
Non-operating income	546	0.8	600	0.9	701	0.8
Interest and dividend income	34		33		40	
Other non-operating income	512		567		661	
Non-operating expenses	350	0.5	342	0.5	784	0.9
Interest expense	_		2		2	
Other non-operating expenses	350		339		781	
Ordinary income	3,979	6.0	8,388	13.1	7,686	9.0
Extraordinary Income	57	0.1	0	0.0	0	0.0
Extraordinary expenses	505	0.8	1,227	1.9	1,472	1.7
Loss on disposal of fixed assets	204		95		340	
Special service bonuses for directors	18		176		176	
Transfer of reserve for retirement						
allowances for directors	—		858		858	
Other extraordinary expenses	282		97		97	
Income before income taxes	3,531	5.3	7,161	11.2	6,213	7.
Tax expenses	2,096	3.2	3,104	4.9	2,826	3.
Net income	1,434	2.1	4,057	6.3	3,387	4.

(Millions of yen)							
	Nine months ended	Nine months ended	Year ended March 31,				
Item	December 31, 2004	December 31, 2003	· · · · · · · · · · · · · · · · · · ·				
I Cash flows from operating activities:							
Income before income taxes	3,531	7,161	6,213				
Depreciation and amortization	1,815	1,857	2,556				
Increase(decrease)in allowance for bonuses	(289)	(276)	(60)				
Increase(decrease) in allowance for	(289)	(270)	(00)				
retirement benefits	(73)	50	11				
Interest and dividend income	(34)	(33)	(40)				
Gain on sale of marketable securities	(57)	(55)	(40)				
Loss on disposal of tangible fixed assets	(37)	- 94	157				
Decrease (increase) in trade receivables	(1,710)	(1,281)	406				
Decrease (increase) in inventories	(1,710) (708)	(1,281) (271)	(369)				
Decrease (increase) in inventories Decrease (increase) in other current assets	(218)	(430)	(228)				
Increase (decrease) in trade payables	(218)	(430)	(168)				
Increase (decrease) in thate payables	(859)	22	811				
Others	(67)	768	859				
Subtotal	2,000	8,200					
Interest and dividends received	2,000	8,200	10,216 37				
Income taxes paid	(1,520)	(4,565)	(4,954)				
Others	679	500	561				
Net cash provided by (used in) operating activities	1,198	4,158	5,861				
II Cash flows from investing activities:	(1.115)	(0.472)	(2.2.41)				
Payment for purchase of tangible fixed assets	(1,115)	(2,473)	(3,341)				
Payment for purchase of intangible fixed assets	(163)	(571)	(584)				
Proceeds form sales of investment securities	115	(2(7)	(270)				
Payment for purchase of other investments	(542) 88	(267)	(379)				
Others		78 (3,231)	184				
Net cash used in investing activities	(1,617)	(3,231)	(4,118)				
III Cash flows from financing activities		(207)	(250)				
Repayment of long-term debt	-	(287)	(350)				
Payment for purchase of treasury stock	(20)	(2,037)	(3,297)				
Proceeds from sales of treasury stock	l (1.000)	-	-				
Cash dividends paid	(1,008)	(834)	(884)				
Net cash used in financing activities	(1,027)	(3,159)	(4,532)				
IV Effect of exchange rate changes on cash	5	(4)	(20)				
and cash equivqlents							
V Net increase in cash and cash equivalents	(1,441)	(2,236)	(2,808)				
VI Cash and cash equivqlents at beginning of period	23,561	26,370	26,370				
VII Cash and cash equivalents at end of period	22,120	24,133	23,561				

# 3. (Summary) Third Quarter Consolidated Statements of Cash Flows

# 4. Segment Information

# **Business Segments**

Nine months ended 12/04	
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Nine months ended 12/04(Millions of yen)						
	Cosmetics Business	Nutritional Supplements Business	Other Businesses	Total	Eliminations or Corporate	Consolidated
Sales (1) Sales to external customers	28,028	23,157	15,064	66,251	-	66,251
(2) Intersegment sales or transfers	-	-	-	-	-	-
Total sales	28,028	23,157	15,064	66,251	-	66,251
Operationg expenses	24,403	19,887	16,608	60,899	1,567	62,467
Operating income(loss)	3,625	3,269	(1,544)	5,351	(1,567)	3,783

### Nine months ended 12/03

(Millions of yen)

	Cosmetics Business	Nutritional Supplements Business	Other Businesses	Total	Eliminations or Corporate	Consolidated
Sales: (1) Sales to external customers	26,343	22,150	15,613	64,107	-	64,107
(2) Intersegment sales or transfers	-	-	-	-	-	-
Total sales	26,343	22,150	15,613	64,107	-	64,107
Operating expenses	20,393	17,790	16,209	54,394	1,582	55,976
Operating income(loss)	5,950	4,359	(596)	9,713	(1,582)	8,130

### Information by Segment

### 1) Cosmetics Business

In FANCL cosmetics, FANCL developed products focused on functionality in order to revitalize the skincare product line, and implemented renewals of *Mild Cleansing Oil* on August 20, 2004, and the core FENATTY skin care series on September 21, 2004. In ATTENIR cosmetics, ATTENIR renewed makeup and other products, and launched *Night White CC*, an advanced beauty lotion.

### Sales

In the Cosmetics Business, sales increased 6.4% compared with the same period of the previous year to ¥28,028 million.

	Nine months ended 12/04		Nine months end	0/ -1	
	Amount	% of total	Amount	% of total	% change
FANCL cosmetics	¥20,946 million	74.7	¥19,906 million	75.6	5.2
ATTENIR cosmetics	¥6,901 million	24.6	¥6,109 million	23.2	13.0
Other	¥180 million	0.7	¥327 million	1.2	(45.0)
Total	¥28,028 million	100.0	¥26,343 million	100.0	6.4

	Nine months ended 12/04		Nine months ende	0/h	
	Amount	% of total	Amount	% of total	% change
Mail-order sales	¥17,417 million	62.1	¥16,571 million	62.9	5.1
Retail store sales	¥8,565 million	30.6	¥8,024 million	30.5	6.7
Other	¥2,045 million	7.3	¥1,748 million	6.6	17.0
Total	¥28,028 million	100.0	¥26,343 million	100.0	6.4

**Mail-order sales** were ¥17,417 million, an increase of 5.1% compared with the same period in the previous year. For FANCL cosmetics, sales of products including FENATTY and *Mild Cleansing Oil* increased as a result of renewals and sales of limited-edition seasonal products were favorable, resulting in an overall 1.6 increase in sales compared with the same period of the previous year to ¥11,006 million.

Sales of ATTENIR cosmetics increased 11.8 percent compared with the same period in the previous year to  $\pm$ 6,408 million, as the number of customers reached a record high (as of December 31, 2004) due to effective advertising and promotional activities, and the effects of new products and renewals.

**Retail store sales** increased 6.7 percent compared with the same period in the previous year to ¥8,565 million. Sales at existing stores increased after a decline due to strengthened store staff education, reformed operations, renovated stores and other factors including the effect of opening new stores. As of December 31, 2004, the number of FANCL House shops (including two franchise stores) was 107 (with four openings, one closure and ten changes to FANCL House J shops during the period); the number of FANCL House J shops (former FANCL Style shops) was 29 (with nine openings and ten changes from FANCL House shops during the period); the number of other shops was one (no openings or closures during the period).

In **other sales channels**, sales increased 17.0 percent compared with the same period in the previous year to  $\frac{12,045}{100}$  million, as exports to Hong Kong and other overseas sales increased.

### **Operating** income

Operating income decreased 39.1 percent compared with the same period in the previous year to ¥3,625 million and the operating income ratio decreased 9.7 percentage points to 12.9 percent, due to an increase in the cost of sales ratio brought on by the start of operations at the Shiga Factory and increased store staff, and as a result of aggressive investment in advertising and promotion conducted with the product renewals.

### 2) Nutritional Supplements Business

FANCL launched improved versions of four mineral products containing the new compound TWINTOSE, jointly developed with Hokkaido University and Nippon Beet Sugar Manufacturing Co., Ltd., on April 21, 2004 and May 21, 2004.

### Sales

In the Nutritional Supplements Business, sales increased 4.5% compared with the same period of the previous year to \$23,157 million.

	Nine months ended 12/04		Nine months ende	0/ shares		
	Amount	% of total	Amount	% of total	% change	
Mail-order sales	¥12,364 million	53.4	¥12,281 million	55.5	0.7	
Retail store sales	¥5,309 million	22.9	¥4,413 million	19.9	20.3	
Other	¥5,483 million	23.7	¥5,455 million	24.6	0.5	
Total	¥23,157 million	100.0	¥22,150 million	100.0	4.5	

**Mail-order sales** increased 0.7 percent compared with the same period in the previous year to  $\pm 12,364$  million. Coenzyme Q10 achieved record-high sales due to the effect of lower prices and features on health information television programs. Sales of minerals containing the compound TWINTOSE were also strong.

**Retail store sales** increased 20.3 percent compared with the same period in the previous year to ¥5,309 million, due to favorable sales, particularly of cosmetics, at FANCL House shops, and the increase in the number of FANCL House J shops which have greater sales of nutritional supplements compared to FANCL House shops. As of December 31, 2004, the number of Genki Station shops was nine (no openings or closures during the period) and the number of other shops was two (no openings or closures during the period).

In **other sales channels**, sales increased 0.5 percent compared with the same period in the previous year to \$5,483 million, as exports to Hong Kong and other overseas sales increased, offsetting stagnant sales to convenience stores.

### Operating income

Operating income decreased 25.0 percent compared with the same period in the previous year to \$3,269 million, and the operating income ratio decreased 5.6 percentage points to 14.1 percent, despite improved cost of sales ratio related to revised cost of raw materials, due to aggressive investment in advertising to extend recognition of the compound TWINTOSE.

### 3) Other Businesses

Sales

In Other Businesses, sales decreased 3.5 percent compared with the same period of the previous year to ¥15,064 million.

	Nine months ended 12/03	Nine months ended 12/03	% change
Hatsuga Genmai Business	¥3,945 million	¥4,203 million	(6.1)
Kale juice Business	¥2,613 million	¥2,470 million	5.8
IIMONO OHKOKU mail- order business	¥5,447 million	¥6,284 million	(13.3)
Other	¥3,057 million	¥2,654 million	15.2
Total	¥15,064 million	¥15,613 million	(3.5)

In the *Hatsuga Genmai* Business, sales were below the level of the same period of the previous year, due to a decline in the number of mail-order sales customers, despite the start of store and mail-order sales of *Hatsuga Mai*, manufactured through a new production process for improved taste, smell and texture, on June 18, 2004 and the start of its OEM supply from the beginning of September 2004.

In the **Kale Juice Business**, sales increased over the level of the same period of the previous year, as sales of powdered-type containing the TWINTOSE compound, launched on July 21, 2004, were favorable.

Mail-order sales of **IIMONO OHKOKU Co., Ltd.,** formerly NGC Co., Ltd., decreased over the same period of the previous year, as sales through the main catalog, which was significantly revised, were sluggish as were sales of seasonal products.

In **Other Businesses**, sales increased over the same period of the previous year, as sales of *Kaiteki Hadagi* comfort undergarments and household sundries were strong.

### **Operating** income

Despite a recovery trend in the second half of the year, losses increased in IIMONO OHKOKU Co., Ltd. and all other businesses. Consequently, operating loss increased \$947 million compared with the same period of the previous year to \$1,544 million.

### (Summary) Third Quarter Nonconsolidated Balance Sheets

(Millions of yen)

	(Millions of						
Item		As of December 31, 2004		As of December 31, 2003		Year ended March 31, 2004	
		Amount	Percentage of Total	Amount	Percentage of Total	Amount	Percentage of Total
	(ASSETS)						
Ι	Current assets		%		%		%
	Cash and cash equivalents	6,041		9,571		9,300	
	Notes and accounts receivable	7,884		7,697		6,472	
	Marketable securities	7,733		7,732		7,732	
	Inventories	3,585		2,970		3,179	
	Others	2,878		1,604		1,875	
	Total current assets	28,124	43.1	29,576	43.9	28,561	43.3
II	Fixed assets	,		,		,	
1.	Tangible fixed assets:						
	Buildings and structures	9,143		8,825		9,226	
	Land	8,048		7,920		8,048	
	Others	1,939		2,437		2,173	
	Total tangible fixed assets	19,131	29.3	19,184	28.5	19,448	29.5
2	Intangigle fixed assets:	686	1.1	1,207	1.8	811	1.3
3	Investments and other assets:			-,_ • ·			
_	Investment securities	208		180		205	
	Long-term loans	6,831		6,686		6,422	
	Guaranty money	2,188		2,249		2,225	
	Others	8,042		8,229		8,226	
	Total investments and other assets	17,271	26.5	17,345	25.8	17,078	25.9
	Total fixed assets	37,089	56.9	37,737	56.1	37,338	56.7
	Total assets	65,213	100.0	67,313	100.0	65,900	100.0
_							-
	(LIABILITES)		%		%		%
Ι	Current liabilities:						
	Notes and accounts payable	2,483		2,419		2,371	
	Accrues liabilities	2,734		2,470		3,627	
	Accued income taxes	712		943		760	
	Others	1,146		1,803	_	1,181	
	Total current liabilities	7,076	10.9	7,636	11.3	7,940	12.0
п	Long-term Liabilities:						
	Allowance for retirement bonuses	875		778		804	
	Allowance for directors' retirement bonuses	1,108		1,183		1,210	
	Others	79		125		78	
	Total long-term liablities	2,063	3.2	2,086	3.1	2,093	3.2
	Total liabilities	9,139	14.0	9,723	14.4	10,034	15.2
	SUADELIOI DEDS'EQUITY						
I	SHAREHOLDERS' EQUITY Common stock	10,795	16.6	10 705	16.1	10 705	164
	Capital reserve	,	16.6	10,795	16.1	10,795	16.4
	Retained earnings	11,706	18.0	11,706	17.4	11,706	17.8
	Net unrealized holding gain on	41,035	62.9	41,281	61.3	40,802	61.9
ľ	other securities	01	0.0	10	0.0	20	0.0
$\mathbf{v}$	Treasury stock	21	0.0	13	0.0	28	0.0
ľ	-	(7,484)	(11.5)	(6,205)	(9.2)	(7,466)	(11.3)
1	Total shareholders' equity	56,073	86.0	57,590	85.6	55,865	84.8
1	Total liabilities and shareholders'	65 212	100.0	67 212	100.0	65 000	100.0
	equity	65,213	100.0	67,313	100.0	65,900	100.0

# (Summary) Third Quarter Nonconsolidated Statements of Income

Summary) Third Quarter Wond				<u>-</u>	(Mill	lions of yen)
Item	Nine months ended December 31, 2004		Nine months ended December 31, 2003		Year ended March 31, 2004	
	Amount	Percentage of Total	Amount	Percentage of Total	Amount	Percentage of Total
		%		%		%
Net sales	52,021	100.0	50,319	100.0	66,448	100.0
Cost of sales	18,226	35.0	18,150	36.1	23,850	35.
Gross profit	33,794	65.0	32,169	63.9	42,598	64.
Selling, general and administrative expenses	31,824	61.2	26,335	52.3	37,450	56.4
Operating income	1,970	3.8	5,834	11.6	5,147	7.2
Non-operating income	1,000	1.9	817	1.6	1,354	2.0
Interest and dividend income	200		188		220	
Other non-operating income	799		629		1,133	
Non-operating expenses	320	0.6	241	0.5	594	0.
Interest expense	-		2		3	
Other non-operating expenses	320		238		591	
Ordinary income	2,649	5.1	6,409	12.7	5,906	8.9
Extraordinary Income	-	-	-	-	-	-
Extraordinary expenses	409	0.8	1,238	2.4	1,461	2.2
Income before income taxes	2,240	4.3	5,171	10.3	4,445	6.
Tax expenses	942	1.8	2,089	4.2	1,842	2.
Net income	1,297	2.5	3,082	6.1	2,602	3.9