

FANCL Corporation

Consolidated Financial Statements for the Third quarter of the Fiscal Year Ending March 31, 2012

April 1, 2011 to December 31, 2011

This document has been translated from the original Japanese as a guide for non-Japanese investors. It contains forward-looking statements based on a number of assumptions and beliefs made by management in light of information currently available. Actual financial results may differ materially depending on a number of factors, including changing economic conditions, legislative and regulatory developments, delay in new product launches, and pricing and product initiatives of competitors.

SUMMARY OF FINANCIAL STATEMENTS (consolidated)

Results for the nine-month period for the fiscal year ending March 31, 2012

FANCL CORPORATION

February 2, 2012

www.fancl.co.jp

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Scheduled date for submission of the third quarter *hokokusho* (securities report): February 10, 2012

Scheduled date for distribution of dividends: -

Availability of supplementary explanatory material for third quarter results: Available

Presentation meeting for third quarter results: Scheduled (for institutional investors and analysts)

1) Consolidated results for the nine-month period (April 1, 2011 to December 31, 2011) of Fiscal 2012

(1) Consolidated Operating Results

Millions of yen, rounded down

	Nine months ended December 31, 2011		Nine months ended December 31, 2010	
		% change		% change
Net sales	68,396	(4.9)	71,885	(6.2)
Operating income	3,462	(37.6)	5,551	(17.3)
Ordinary income	3,371	(38.1)	5,443	(19.5)
Net income	1,875	(32.0)	2,758	(10.0)
Earnings per share (¥)	28.90	--	42.48	--
Earnings per share (diluted) (¥)	28.80	--	42.38	--

Notes: 1. The percentages shown above are a comparison with the same period in the previous fiscal year.

2. Comprehensive income: Nine months ended December 31, 2011: ¥1,842 million (-35.6%)

Nine months ended December 31, 2010: ¥2,862 million (--%)

(2) Consolidated Financial Position

Millions of yen, rounded down

	As of December 31, 2011	As of March 31, 2011
Total assets	91,627	94,030
Net assets	78,179	78,647
Shareholders' equity/total assets (%)	85.0%	83.2%

Shareholders' equity: As of December 31, 2011: ¥77,851 million

As of March 31, 2011: ¥78,269 million

2) Dividends per share

	FY ended March 31, 2011	FY ending March 31, 2012
Interim period	17.00	17.00
Year-end	17.00	17.00 (forecast)
Annual	34.00	34.00 (forecast)

Note: Changes to the dividend forecast during the period under review: None

3) Consolidated forecasts for the fiscal year ending March 31, 2012 (April 1, 2011 to March 31, 2012)

(1) Consolidated

Millions of yen

	Fiscal year ending March 31, 2012	
Net sales	89,000	(5.1)
Operating income	4,300	(39.6)
Ordinary income	4,200	(37.0)
Net income	2,400	(15.8)
Earnings per share (¥)	¥36.96	--

Note: 1. The percentages shown above are a comparison with the previous full fiscal year

2. Changes to the Consolidated forecasts during the period under review: None

4) Other

(1) Transfer of important subsidiaries during the period: None

Note: Indicates transfers of specified subsidiaries resulting in changes in the scope of consolidation during the period under review.

(2) Use of simplified accounting methods or special accounting procedures: None

(3) Changes in accounting policy, changes in accounting estimates, and restatements:

1. Changes following revisions to accounting standards: Yes
2. Other changes: None
3. Changes in accounting estimates: None
4. Restatements: None

(4) Number of outstanding shares (common stock)

1. Number of shares outstanding (including treasury shares)	December 31, 2011	65,176,600 shares	March 31, 2011:	65,176,600 shares
2. Number of treasury shares	December 31, 2011	291,117 shares	March 31, 2011:	240,901 shares
3. Average number of shares during the nine-month period	Nine months to December 31, 2011	64,901,768 shares	Nine months to December 31, 2010	64,929,876 shares

Important Notice

Disclosure of status of quarterly report review procedures:

At time of disclosure of this quarterly financial report the review procedure for quarterly securities reports as stipulated under the Financial Instruments and Exchange Law was in progress.

Appropriate use of financial forecasts:

Forecasts, etc., recorded in this document include forward-looking statements that are based on management's estimates, assumptions and projections at the time of publication. A number of factors could cause actual results to differ materially from expectations. For further detail, please see Page 7: Operating Results, Section 3, Forecasts for the fiscal year ending March 31, 2012.

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1. Operating Results

(1) Summary of business performance (consolidated)

(All comparisons are with the first half of the previous fiscal year, unless stated otherwise.)

During the nine-month period under review, the overall operating environment remained very challenging due several factors including a significant decrease in production and exports at the beginning of the period caused by supply limitations and electrical shortages stemming from the Great East Japan Earthquake. The end of these restrictions led to a temporary recovery; however conditions worsened again in the latter half of the period due to stagnation in overseas economies, the European debt crisis, the floods in Thailand and other factors.

Net sales for the nine-month period under review decreased 4.9% to ¥68,396 million due to sluggish sales of ATTENIR cosmetics, restrictions on food imports by the Chinese government and other factors.

Operating income decreased 37.6% to ¥3,462 million, ordinary income decreased 38.1% to ¥3,371 million, and net income decreased 32.0% to ¥1,875 million due to higher year-on-year advertising spend for TV commercials for dietary supplement *Calorie Limit* and despite advances in cost efficiencies such as reduced personnel expenses.

Segment results are as follows:

1) Cosmetics Business

Sales

Sales from the Cosmetics business decreased 4.5% to ¥35,088 million. *(Millions of yen, rounded down)*

	Nine months ended December 31, 2011		Nine months ended December 31, 2010		Change (%)
	Amount in ¥ million	Percent of total	Amount in ¥ million	Percent of total	
FANCL Cosmetics	27,960	79.7	28,795	78.4	(2.9)
ATTENIR Cosmetics	6,212	17.7	6,842	18.6	(9.2)
Others	915	2.6	1,112	3.0	(17.7)
Totals	35,088	100.0	36,749	100.0	(4.5)

	Nine months ended December 31, 2011		Nine months ended December 31, 2010		Change (%)
	Amount in ¥ million	Percent of total	Amount in ¥ million	Percent of total	
Mail order sales	18,018	51.4	18,903	51.4	(4.7)
Retail store sales	11,393	32.5	11,890	32.4	(4.2)
Wholesales and others	1,660	4.7	1,877	5.1	(11.6)
Overseas Sales	4,016	11.4	4,077	11.1	(1.5)
Totals	35,088	100.0	36,749	100.0	(4.5)

Sales of **FANCL cosmetics** decreased 2.9% to ¥27,960 million, as strong sales of *Mild Cleansing Oil* and *Facial Washing Powder* failed to offset sluggish sales of makeup and other products.

Sales of **ATTENIR** cosmetics decreased 9.2% to ¥6,212 million. Strong sales of *Class A Basic Skincare*, re-launched in September, were unable to cover the decrease in sales compared to the same period of the previous fiscal year in which a special pricing campaign was held for two new lines of cosmetic products.

Results by sales channels were: mail order sales decreased 4.7% year on year to ¥18,018 million, retail store sales decreased 4.2% to ¥11,393 million, wholesale sales through other sales channels decreased 11.6% to ¥1,660 million, and overseas sales decreased 1.5% to ¥4,016 million.

Operating income

Operating income decreased 26.2% to ¥4,032 million due reduced revenues and costs related to rebranding of Fancl cosmetic products planned for March of this year and other factors..

2) Nutritional Supplements Business

Sales

Nutritional supplement sales decreased 2.2% to ¥20,738 million. *(Millions of yen, rounded down)*

	Nine months ended December 31, 2011		Nine months ended December 31, 2010		Change (%)
	Amount in ¥ million	Percent of total	Amount in ¥ million	Percent of total	
Mail order sales	8,827	42.6	9,015	42.5	(2.1)
Retail store sales	4,985	24.0	5,582	26.3	(10.7)
Wholesales and others	5,418	26.1	4,691	22.1	15.5
Overseas Sales	1,507	7.3	1,915	9.1	(21.3)
Totals	20,738	100.0	21,205	100.0	(2.2)

Revenues from product sales decreased as a result of restrictions on food imports by the Chinese government and other factors and despite significant growth in sales of dietary supplement *Calorie Limit*.

Results by sales channels were: mail order sales decreased 2.1% to ¥8,827 million, retail store sales decreased 10.7% to ¥4,985 million, wholesale sales through other sales channels increased 15.5% to ¥5,418 million and overseas sales decreased 21.3% to ¥1,507 million.

Operating income

Operating income decreased 37.7% to ¥1,056 million due to reduced revenues and comparatively higher marketing costs for dietary supplement *Calorie Limit*.

3) Other Businesses

Sales in Other businesses decreased 9.8% year on year to ¥12,569 million

(Millions of yen, rounded down)

	Nine months ended December 31, 2011	Nine months ended December 31, 2010	Change (%)
Hatsuga genmai business	2,207	2,224	(0.8)
Kale juice business	2,622	2,879	(8.9)
IIMONO OHKOKU mail order business	5,173	5,853	(11.6)
Other businesses	2,565	2,972	(13.7)
Totals	12,569	13,930	(9.8)

In the Hatsuga genmai (germinated brown rice) business, sales decreased 0.8% to ¥2,207 million due to as an increase in revenues from wholesale sales failed to offset sluggish sales in other channels.

In the Kale juice business, sales decreased 8.9% to ¥2,622 million due to sluggish sales of other products while core product *Kale Marugoto Shibori* remained largely flat.

Sales through the IIMONO OHKOKU mail order business decreased 13.7% to ¥2,565 million due to factors including a sale of inventory at reduced prices following restructuring of the sundries business.

Operating income

The operating loss for the nine-month period improved by ¥31 million to ¥304 million, primarily due to significant growth in profit margins for the Hatsuga Genmai business due to an improved COGS ratio.

(2) Summary of consolidated financial position

(All comparisons are with the end of the previous fiscal year, unless stated otherwise.)

Assets decreased ¥2,402 million to ¥91,627 million. The primary contributing factors were a decrease of ¥1,786 million in current assets and a decrease of ¥615 million in fixed assets. Primary factors contributing to the decrease in current assets were a ¥2,610 million decrease in cash and deposits, a ¥341 million decrease in notes and accounts receivable, and a ¥1,436 million increase in marketable securities. The decrease in fixed assets was primarily the result of a ¥878 million decrease in Other, under the Other assets due to a decrease in security deposits, long-term loans receivable and deferred tax assets and a ¥365 million increase in intangible fixed assets due to investments in our IT systems.

Liabilities decreased ¥1,934 million to ¥13,448 million. The primary contributing factors were a decrease of ¥1,416 million in current liabilities and a decrease of ¥517 million in noncurrent liabilities. Contributing factors to the decrease in current liabilities include a ¥1,021 million decrease in accrued income taxes following payment of corporate and other taxes and a ¥464 million decrease in allowance for bonus. The decrease in noncurrent liabilities was primarily the result of a ¥433 million decrease in allowance for employee retirement benefits.

Net assets decreased ¥468 million to ¥78,179 million. Primary contributing factors included a ¥2,206 million decline from payment of dividends, ¥49 million decline in subscription warrants and for recording of ¥1,875 million in net income for the period.

As a result, the shareholders' equity ratio increased 1.8 percentage points from the end of the previous fiscal year to 85.0%.

Cash flow

Cash and cash equivalents as of December 31, 2011 were ¥24,455 million, ¥3,614 million lower than at the end of the previous fiscal year. The main contributing factors are detailed below.

Cash flows from operating activities

Cash flow gained in operating activities during the period under review was ¥4,200 million compared to ¥3,648 million for the same period of the previous fiscal year. Factors increasing operating cash flow include income before income taxes of ¥3,284 million, depreciation expenses of ¥2,499 million and an increase in other current liabilities of ¥422 million. Factors reducing operating cash flow included income taxes paid of ¥2,050 million.

Cash flows from investing activities

Cash used in investing activities during the period under review was ¥5,501 million, compared to a ¥2,526 million outflow for the same period of the previous fiscal year. Factors reducing investment cash flow included outlays of ¥4,000 million for acquisition for marketable securities, ¥1,848 million for acquisition of tangible current assets, ¥1,359 million for the acquisition of intangible current assets. Factors increasing investment cash flow included revenues of ¥1,502 million for income from sale and redemption of marketable securities.

Cash flows from financing activities

Cash flow used in financing activities during the period under review was ¥2,289 million, compared to an outflow of ¥2,241 million in the same period of the previous fiscal year, and mainly comprised dividend payments of ¥2,182 million and the purchase of treasury stock of ¥53 million.

(3) Forecasts for the fiscal year ending March 31, 2012

Changes to the consolidated full-year results forecasts for the fiscal year ending March 31, 2012 were announced on January 26, 2012.

See "Fancl announces revisions to operating results forecasts", published January 26, 2012.

2. Other

(1) Changes to subsidiaries during the period: None

(2) Use of special accounting procedures: None

(3) Changes in accounting policy, changes in accounting estimates, and restatements:

As of the first quarter of the current fiscal year, the *Accounting Standard for Earnings Per Share* (Accounting Standards Board of Japan (ASBJ) Statement No. 2 issued on June 30, 2010) and the

Guidance on Accounting Standard for Earnings Per Share (ASBJ Guidance No. 4 issued on June 30, 2010) have been adopted.

For the purpose of calculating quarterly diluted earnings per share, with regard to stock options that become effective after a certain period of service, the method of calculating the amount assumed to be received on the exercise of options has been changed to include in the fair value of stock options the portion attributable to future services provided to the company.

There is no material effect as a result of this change.

3. Consolidated Financial Statements

(1) Consolidated Balance Sheets

	<i>Millions of yen, rounded down</i>	
	As of December 31, 2011	As of March 31, 2011
ASSETS		
I. Current assets:		
Cash and bank deposits	16,050	18,661
Notes and accounts receivable	9,845	10,187
Marketable securities	12,347	10,911
Merchandise and products	3,020	3,090
Work in progress	36	33
Raw materials and supplies	3,316	3,178
Others	2,100	2,422
Allowance for doubtful accounts	(208)	(189)
Total current assets	46,509	48,295
II. Fixed assets:		
Tangible fixed assets		
Buildings and structures	23,167	23,183
Accumulated depreciation and accumulated impairment loss	(13,084)	(12,709)
Buildings and structures (net)	10,083	10,474
Machinery and transport equipment	5,999	5,582
Accumulated depreciation and accumulated impairment loss	(4,876)	(4,609)
Machinery and transport equipment (net)	1,123	973
Furniture, tools and fixtures	6,924	6,210
Accumulated depreciation and accumulated impairment loss	(5,596)	(5,182)
Furniture, tools and fixtures (net)	1,328	1,028
Land	10,860	10,885
Lease assets	276	286
Accumulated depreciation and accumulated impairment loss	(211)	(180)
Lease assets (net)	65	105
Others	38	85
Total tangible fixed assets	23,499	23,552
Intangible fixed assets		
Goodwill	312	397
Others	3,820	3,370
Total intangible fixed assets	4,133	3,768
Investments and other assets		
Investment securities	11,858	11,906
Others	5,628	6,507
Total investments and other assets	17,486	18,413
Total fixed assets	45,118	45,734
Total Assets	91,627	94,030

Consolidated Balance Sheets, continued

	<i>Millions of yen, rounded down</i>	
	As of December 31, 2011	As of March 31, 2011
LIABILITIES		
I. Current liabilities:		
Notes and accounts payable	3,179	3,367
Accrued income taxes	632	1,654
Allowance for bonus	502	966
Allowance for points.....	1,465	1,391
Asset retirement obligations	4	3
Others.....	4,941	4,759
Total current liabilities	10,725	12,142
II. Noncurrent liabilities:		
Allowance for retirement benefits.....	1,721	2,155
Allowance for directors' retirement bonuses	110	99
Asset retirement obligations.....	489	485
Others	400	500
Total non-current liabilities	2,723	3,240
Total liabilities.....	13,448	15,382
NET ASSETS		
Shareholders' equity		
Common stock.....	10,795	10,795
Additional paid-in capital.....	11,706	11,706
Retained earnings	55,738	56,069
Treasury stock	(360)	(306)
Total shareholders' equity	77,879	78,264
Other comprehensive income		
Valuation difference on other marketable securities	(28)	5
Total other comprehensive income.....	(28)	5
Warrants.....	327	377
Total net assets.....	78,179	78,647
Total Liabilities and Net Assets	91,627	94,030

(2) Consolidated statements of income*Millions of yen, rounded down*

	April 1, 2011 to December 31, 2011	April 1, 2010 to December 31, 2010
Net sales	68,396	71,885
Cost of sales	22,616	24,396
Gross profit	45,780	47,489
Selling, general and administrative expenses	42,317	41,937
Operating income	3,462	5,551
Non-operating income		
Interest income	57	62
Dividend income	16	19
Proceeds from insurance	15	--
Other non-operating income	75	84
Total non-operating income	164	165
Non-operating expenses		
Investment loss on equity method	--	188
Exchange loss	59	53
Provisions for allowance for bad debt	148	--
Other non-operating expenses	47	31
Total non-operating expenses	255	274
Ordinary income	3,371	5,443
Extraordinary income		
Income from sale of fixed assets	4	4
Subsidy income	--	15
Gain on negative goodwill	--	51
Reversal of allowance for bad debt	125	--
Insurance proceeds	67	--
Gain on reversal of warrants	139	--
Other	--	1
Total extraordinary income	335	72
Extraordinary loss		
Loss on sale of fixed assets	3	19
Loss on disposal of fixed assets	13	20
Impairment loss	45	54
Loss on closure of stores	100	75
Effect of change in accounting standards for disposal of fixed assets	--	309
Disaster loss	61	--
Loss on extinguishment of tie-in shares	143	--
Other	55	83
Total extraordinary loss	422	563
Income before income taxes	3,284	4,951
Income and other taxes	996	2,018
Adjustments to income and other taxes	412	176
Total income and other taxes	1,409	2,194
Net income from minority interests prior to adjustments	1,875	2,757
Minority shareholder income	--	(1)
Net income	1,875	2,758

Consolidated statements of comprehensive income

	<i>Millions of yen, rounded down</i>	
	April 1, 2011 to December 31, 2011	April 1, 2010 to December 31, 2010
Income before minority interests.....	1,875	2,757
Other comprehensive income		
Net unrealized holding gain on other securities	(33)	1
Investments in affiliated companies using the equity method	--	103
Total other comprehensive income	(33)	105
Comprehensive income	1,842	2,862
(Breakdown)		
Comprehensive income attributable to owners of the parent company.....	1,842	2,863
Comprehensive income attributable to minor interests	--	(1)

(3) Consolidated statements of cash flows

	<i>Millions of yen, rounded down</i>	
	April 1, 2011 to December 31, 2011	April 1, 2010 to December 31, 2010
I. Cash flows from operating activities		
Income before income taxes.....	3,284	4,951
Depreciation	2,499	2,179
Impairment losses.....	45	54
Share-based compensation expenses.....	89	65
Amortization of goodwill.....	85	85
Increase (decrease) in allowance for doubtful accounts	25	14
Increase (decrease) in allowance for bonuses	(474)	(548)
Increase (decrease) in allowance for points	74	35
Increase (decrease) in allowance for retirement benefits	(448)	173
Increase (decrease) in allowance for directors retirement benefits	10	14
Interest and dividend income.....	(70)	(81)
Gain (loss) from foreign exchange.....	69	60
Proceeds from investment in equity method affiliates	--	188
Gain on the sale of investment securities	7	0
Gain (loss) from revaluation of investment securities.....	7	5
Gain on sale of fixed assets.....	(1)	15
Loss from disposal of fixed assets	67	74
Effect of change in accounting standards for disposal of fixed assets	--	309
Loss on extinguishment of tie-in shares.....	143	--
Gain on reversal of warrants	(139)	--
Decrease (increase) in trade receivables.....	363	(384)
Decrease (increase) in inventories.....	(61)	(163)
Decrease (increase) in other current assets	325	(228)
Decrease (increase) in other fixed assets.....	55	(209)
Increase (decrease) in trade payables.....	(190)	(26)
Increase (decrease) in other current liabilities.....	422	589
Increase (decrease) in other fixed liabilities	(5)	(51)
Others	(0)	14
Sub-total	6,187	7,139
Interest and dividends received	62	78
Income taxes paid	(2,050)	(3,569)
Net cash provided by (used in) operating activities.....	4,200	3,648
II. Cash flows from investing activities		
Proceeds from redemption of time deposits.....	--	1,000
Acquisition of marketable securities.....	(4,000)	(5,995)
Income from sale and redemption of marketable securities	1,502	5,499
Acquisition of tangible fixed assets	(1,848)	(1,258)
Income from sale of tangible fixed assets	30	65
Acquisition of intangible fixed assets	(1,359)	(1,085)
Income from sale and redemption of investment securities	1	0
Payments for investments in capital of affiliates	--	(600)
Acquisition of shares of affiliates.....	--	(172)
Payment of loans receivable	(90)	(95)
Income from loans receivable	4	13
Other payments	(69)	(101)
Other income	327	203
Net cash provided by (used in) investing activities.....	5,501	(2,526)

(3) Consolidated statements of cash flows (continued)

	<i>Millions of yen, rounded down</i>	
	April 1, 2011 to December 31, 2011	April 1, 2010 to December 31, 2010
III. Cash flows from financing activities		
Sale of treasury stock	0	0
Acquisition of treasury stock	(53)	(0)
Cash dividends paid.....	(2,182)	(2,185)
Others.....	(53)	(55)
Net cash provided by (used in) financing activities	(2,289)	(2,241)
IV. Effect of exchange rate changes on cash and cash equivalents	(59)	(50)
V. Net increase (decrease) in cash and cash equivalents.....	(3,649)	(1,170)
VI. Cash and cash equivalents at the beginning of the period	28,070	25,010
VII. Decrease in cash and cash equivalents following changes to scope of consolidation	34	--
VIII. Cash and cash equivalents at end of period.....	24,455	23,840

(4) Items related to going concern:

No applicable items

(5) Segment information

Business Segments

1. Nine months ended December 31, 2011

(Millions of yen, rounded down)

	Business Segments			Other*1	Total	Eliminations or Corporate*2	Consolidated *3
	Cosmetics Business	Nutritional Supplements Business	Total				
1. Sales and operating income:							
(1) Sales to external customers	35,088	20,738	55,827	12,569	68,396	--	68,396
(2) Inter-segment sales or transfers	--	--	--	--	--	--	--
Total sales	35,088	20,738	55,827	55,827	12,569	--	68,396
Operating income (loss)	4,032	1,056	5,089	(304)	4,785	(1,322)	3,462

Notes:

1. The Others business segment includes sales of Hatsuga Genmai (germinated brown rice), kale juice, mail-order sales by consolidated subsidiary IIMONO OHKOKU (Kingdom of Wonderful Things) Co., Ltd., Kaiteki Hadagi comfort undergarments and household sundries, and beauty salon operations.
2. The Eliminations or Corporate amount of a loss of ¥1,322 million recorded in segmental operating income (loss) includes overall costs not allocated in each segment, and mainly consists of corporate costs applicable to the business segments, such as costs pertaining to the General Affairs Department of the parent company.
3. Segment income or loss has been adjusted with the operating income for the consolidated income statement for the quarter

2. Nine months ended December 31, 2010

(Millions of yen, rounded down)

	Business Segments			Other*1	Total	Eliminations or Corporate*2	Consolidated *3
	Cosmetics Business	Nutritional Supplements Business	Total				
1. Sales and operating income:							
(1) Sales to external customers	36,749	21,205	57,955	13,930	71,885	--	71,885
(2) Inter-segment sales or transfers	--	--	--	--	--	--	--
Total sales	36,749	21,205	57,955	13,930	71,885	--	71,885
Operating income (loss)	5,460	1,697	7,158	(335)	6,822	(1,271)	5,551

Notes:

1. The Others business segment includes sales of Hatsuga Genmai (germinated brown rice), kale juice, mail-order sales by consolidated subsidiary IIMONO OHKOKU (Kingdom of Wonderful Things) Co., Ltd., Kaiteki Hadagi comfort undergarments and household sundries, and beauty salon operations.
2. The Eliminations or Corporate amount of a loss of ¥1,271 million recorded in segmental operating income (loss) includes overall costs not allocated in each segment, and mainly consists of corporate costs applicable to the business segments, such as costs pertaining to the General Affairs Department of the parent company.
3. Segment income or loss has been adjusted with the operating income for the consolidated income statement for the quarter

(6) Note on significant change in shareholders' equity

No applicable items