## **FANCL Corporation**

# Consolidated Financial Statements for the Interim Period of the Fiscal Year Ending March 31, 2015

April 1, 2014 to September 30, 2014

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.

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#### **SUMMARY OF FINANCIAL STATEMENTS (consolidated)**

Interim Period Results for the Fiscal Year Ending March 31, 2015

FANCL CORPORATION October 30, 2014

Stock exchange listings: Tokyo 1<sup>st</sup> section, code number 4921

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Scheduled date for submission of the interim hokokusho (securities report): November 13, 2014

Scheduled date for distribution of dividends: December 5, 2014

Availability of supplementary explanatory material for interim results: Available

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

#### 1) Consolidated results for the interim period (April 1, 2014 to September 30, 2014) of fiscal 2015

| (1) Consolidated Operating Results | Millions of yen, rounded dow |          |                    |          |
|------------------------------------|------------------------------|----------|--------------------|----------|
|                                    | Six months ended             |          | Six months ended   |          |
|                                    | September 30, 2014           |          | September 30, 2013 |          |
|                                    |                              | % change |                    | % change |
| Net sales                          | 36,542                       | (5.7)    | 38,752             | (4.6)    |
| Operating income                   | 300                          | (57.6)   | 710                | (15.6)   |
| Ordinary income                    | 420                          | (55.2)   | 937                | (14.5)   |
| Net income                         | 573                          |          | (537)              |          |
| Earnings per share (¥)             | 9.02                         |          | (8.37)             |          |
| Earnings per share (diluted) (¥)   | 8.96                         |          |                    |          |

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

2. Comprehensive income: Six months ended September 30, 2014: ¥573 million (--%) Six months ended September 30, 2013: -¥537 million (--%)

(2) Consolidated Financial Position

Millions of yen, rounded down

|                                       | As of September 30, 2014 | As of March 31, 2014 |
|---------------------------------------|--------------------------|----------------------|
| Total assets                          | 81,902                   | 85,800               |
| Net assets                            | 72,000                   | 72,154               |
| Shareholders' equity/total assets (%) | 87.3                     | 83.5                 |

Shareholders' equity: As of September 30, 2014: ¥71,505 million As of March 31, 2014: ¥71,645 million

#### 2) Dividends per share

|                | FY ended<br>March 31, 2014 | FY ending<br>March 31, 2015 |
|----------------|----------------------------|-----------------------------|
| 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, 2015 (April 1, 2014 to March 31, 2015)

| (1) Consolidated       |                                      | Millions of yen |
|------------------------|--------------------------------------|-----------------|
|                        | Fiscal year ending<br>March 31, 2015 |                 |
|                        |                                      | %               |
| Net sales              | 79,000                               | (2.6)           |
| Operating income       | 4,000                                | 1.4             |
| Ordinary income        | 4,000                                | (6.2)           |
| Net income             | 2,200                                | 63.7            |
| Earnings per share (¥) | ¥34.62                               |                 |

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)       |

- 2. Number of treasury shares
- Average number of shares during the interim period

| September 30, 2014                  | 65,176,600<br>shares | March 31, 2014:                     | 65,176,600<br>shares |
|-------------------------------------|----------------------|-------------------------------------|----------------------|
| September 30, 2014                  | 1,552,577<br>shares  | March 31, 2014:                     | 1,622,701<br>shares  |
| Six months to<br>September 30, 2014 | 63,591,035<br>shares | Six months to<br>September 30, 2013 | 64,228,276<br>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: 1. Operating Results, (3) Forecasts for the fiscal year ending March 31, 2015.

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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 interim period under review, recovery in the overall Japanese economy was weak due a significant downturn in retail consumption and real estate investment in the first half of the period associated with the lingering impact of the consumption tax increase, combined with subsequent changeable weather. Despite concern over an increase in prices due to the weakening of the yen, a gradual economic recovery is expected due to improvements in the employment and income environment and a continued upward trend in capital expenditure off the back of improved corporate earnings.

During the period under review, consolidated sales decreased 5.7% to ¥36,542 million, as an increase in sales in the cosmetics business failed to offset a decline in sales in the nutritional supplements business and other businesses, amid a fallback associated with the consumption tax increase.

Operating income decreased 57.6% to ¥300 million due to the decline in sales, and despite an improvement in the gross margin. Ordinary income decreased 55.2% to ¥420 million, while net income of ¥573 million was recorded for the period, compared to a net loss of ¥537 million in the previous comparable period.

#### Segment results are as follows:

#### 1) Cosmetics Business

Sales

Sales from the Cosmetics business increased 1.5% to ¥22,058 million. (Millions of yen, rounded down)

|                   | Six months ended<br>September 30, 2014 |                  | Six months ended<br>September 30, 2013 |                  | Change (0/) |
|-------------------|--|------------------|--|------------------|-------------|
|                   | Amount in<br>¥ million                 | Percent of total | Amount in<br>¥ million                 | Percent of total | Change (%)  |
| FANCL Cosmetics   | 18,164                                 | 82.4             | 17,454                                 | 80.3             | 4.1         |
| ATTENIR Cosmetics | 3,381                                  | 15.3             | 3,718                                  | 17.1             | (9.0)       |
| Others            | 511                                    | 2.3              | 568                                    | 2.6              | (10.0)      |
| Totals            | 22,058                                 | 100.0            | 21,741                                 | 100.0            | 1.5         |

|                       | Six months ended<br>September 30, 2014 |                  | Six months ended<br>September 30, 2013 |                  | Change (0/) |
|-----------------------|--|------------------|--|------------------|-------------|
|                       | Amount in<br>¥ million                 | Percent of total | Amount in<br>¥ million                 | Percent of total | Change (%)  |
| Mail order sales      | 10,383                                 | 47.1             | 10,827                                 | 49.8             | (4.1)       |
| Retail store sales    | 7,925                                  | 35.9             | 7,643                                  | 35.1             | 3.7         |
| Wholesales and others | 1,370                                  | 6.2              | 841                                    | 3.9              | 62.9        |
| Overseas Sales        | 2,379                                  | 10.8             | 2,429                                  | 11.2             | (2.1)       |
| Totals                | 22,058                                 | 100.0            | 21,741                                 | 100.0            | 1.5         |

Sales of **FANCL** cosmetics increased 4.1% to ¥18,164 million as slow sales in overseas markets were offset by growth in the customer base of domestic direct sales channels, combined with the launch of sales of Mild Cleansing Oil and Facial Washing Powder at drugstores, and a renewal of base make products.

Sales of ATTENIR cosmetics decreased 9.0% to ¥3,381 million.

Results by sales channels were: mail order sales decreased 4.1% year on year to  $\pm 10,383$  million, retail store sales increased 3.7% to  $\pm 7,925$  million, wholesale sales through other sales channels increased 62.9% to  $\pm 1,370$  million, and overseas sales decreased 2.1% to  $\pm 2,379$  million.

#### Operating income

Despite the increase in sales, operating income decreased 20.2% to ¥1,301 million, as a result of a strategic increase in marketing expenses associated with the reinforcement of distribution channels and other factors.

#### 2) Nutritional Supplements Business

#### Sales

Nutritional supplement sales decreased 12.9% to ¥11,164 million. (Millions of yen, rounded down)

|                       |                        | Six months ended<br>September 30, 2014 |                        | Six months ended<br>September 30, 2013 |            |
|-----------------------|------------------------|--|------------------------|--|------------|
|                       | Amount in<br>¥ million | Percent of total                       | Amount in<br>¥ million | Percent of total                       | Change (%) |
| Mail order sales      | 4,360                  | 39.1                                   | 4,956                  | 38.7                                   | (12.0)     |
| Retail store sales    | 2,788                  | 25.0                                   | 3,083                  | 24.1                                   | (9.6)      |
| Wholesales and others | 3,355                  | 30.0                                   | 3,451                  | 26.9                                   | (2.8)      |
| Overseas Sales        | 659                    | 5.9                                    | 1,320                  | 10.3                                   | (50.0)     |
| Totals                | 11,164                 | 100.0                                  | 12,812                 | 100.0                                  | (12.9)     |

Revenues from product sales decreased as strong sales of dietary supplement Calorie Limit for the Mature Aged, which was launched on June 20, 2014, were offset by a slowdown in other products compared to the previous comparable period when a promotional campaign was conducted.

Results by sales channels were: mail order sales decreased 12.0% to  $\pm$ 4,360 million, retail store sales decreased 9.6% to  $\pm$ 2,788 million, wholesale sales through other sales channels decreased 2.8% to  $\pm$ 3,355 million and overseas sales decreased 50.0% to  $\pm$ 659 million.

#### Operating income

An operating loss of ¥118 million was recorded (compared to operating income of ¥103 million in the previous period) as a result of a decline in sales, and despite a decrease in marketing expenses.

#### 3) Other Businesses

Sales in Other businesses decreased 20.9% year on year to ¥3,319 million

(Millions of yen, rounded down)

|                         | Six months ended<br>September 30, 2014 | Six months ended<br>September 30, 2013 | Change (%) |
|-------------------------|--|--|------------|
| Hatsuga genmai business | 1,153                                  | 1,359                                  | (15.2)     |
| Kale juice business     | 1,342                                  | 1,584                                  | (15.3)     |
| Other businesses        | 823                                    | 1,253                                  | (34.4)     |
| Totals                  | 3,319                                  | 4,197                                  | (20.9)     |

In the Hatsuga genmai (germinated brown rice) business, sales decreased 15.2% to  $\pm$ 1,153 million. In the Kale juice business, sales decreased 15.3% to  $\pm$ 1,342 million.

Sales at other businesses decreased 34.4% to ¥823 million due to factors including the transfer of shares of consolidated subsidiary NEUES Co., Ltd. a beauty salon operator, to an entity outside of the group.

#### Operating income

Operating income of ¥72 million was recorded for the period, (compared with an operating loss of ¥27 million recorded in the previous period) due to an improvement in profitability stemming from the sale of the beauty salon business, and despite a decrease in sales.

#### (2) Summary of consolidated financial position

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

Assets decreased ¥3,897 million to ¥81,902 million. The primary contributing factors were a decrease of ¥2,530 million in current assets and a decrease of ¥1,367 million in fixed assets. Primary factors contributing to the decrease in current assets were a ¥3,155 million decrease in cash and deposits, a ¥2,209 million decrease in notes and accounts receivable and a ¥3,000 million increase in marketable securities. The decrease in fixed assets was primarily the result of a ¥274 million decrease in intangible fixed assets, a ¥1,361 million decrease in other investment assets due to a decline in investment securities, and a ¥267 million increase in tangible fixed assets stemming from a decrease in "Other" tangible fixed assets.

Liabilities decreased  $\pm 3,744$  million to  $\pm 9,902$  million. The primary contributing factors were a decrease of  $\pm 3,255$  million in current liabilities and a decrease of  $\pm 488$  million in noncurrent liabilities. Contributing factors to the decrease in current liabilities include a  $\pm 575$  million decrease in notes and accounts payable, and a  $\pm 2,420$  million decrease in "Other" current liabilities due to a decrease in deposits. The decrease in fixed liabilities was primarily the result of a  $\pm 4445$  million decline in retirement benefit liabilities

Net assets decreased ¥153 million to ¥72,000 million. Primary contributing factors included a ¥1,080 million decline in retained earnings due to dividend payments, an increase in retained earnings due to the recording of quarterly net income, and a ¥296 million increase in retained earnings due to a change in accounting standards for retirement benefits.

As a result, the shareholders' equity ratio increased 3.8 percentage points from the end of the previous fiscal year to 87.3%.

#### Cash flow

Cash and cash equivalents as of September 30, 2014 were ¥32,222 million, ¥154 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 interim period under review was ¥1,082 million compared to an inflow of ¥2,326 million in the interim period of the previous fiscal year. Factors increasing operating cash flow included a decrease of ¥2,209 million in trade receivables, and depreciation expenses of ¥1,393 million. Factors reducing operating cash flow included an increase of ¥689 million in inventories, a decrease of ¥669 million in trade payables, and a decrease of ¥1,055 million in other current liabilities.

#### Cash flows from investing activities

Cash used in investing activities during the interim period under review was ¥106 million, compared to an outflow of ¥504 million in the interim period of the previous fiscal year. Factors reducing investment cash flow included outlays of ¥928 million for acquisitions of tangible fixed assets, and ¥460 million for acquisitions of intangible fixed assets. Factors increasing investment cash flow included inflows of ¥1,000 million for the sale and redemption of marketable securities.

#### Cash flows from financing activities

Cash flow used in financing activities during the interim period under review was ¥1,111 million, compared to an outflow of ¥2,851 million in the interim period of the previous fiscal year, and was primarily due to outlays of ¥1,079 million for dividend payments.

#### (3) Forecasts for the fiscal year ending March 31, 2015

In light of recent trends in business performance, the Company has revised the results forecasts for the interim and full-year period for the consolidated fiscal year ending March 31, 2015, that were issued on May 9, 2014.

For details please see the "Notice Regarding Revisions to Results Forecasts" announced on October 22, 2014.

#### 2. Other

#### (1) Changes to subsidiaries during the period

As of the first quarter period, FANCL COSMETICS CORPORATION and FANCL HEALTH SCIENCE CORPORATION, which were established through company separation (simple incorporation-type company separation), have been included in the scope of consolidation.

(2) Use of special accounting procedures: None

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

As of the first quarter of the current fiscal year, Article 35 of the *Accounting Standard for Retirement Benefits* (Accounting Standards Board of Japan (ASBJ) Statement No. 26 issued on May 17, 2012) and article 67 of the *Guidance on Accounting Standard for Retirement Benefits* (ASBJ Guidance No. 25 issued on May 17, 2012) have been adopted. Accordingly, the method for calculating retirement benefits has been revised, and method of attributing expected benefit to periods has changed from a straight-line basis to a benefit formula basis, and the method for deciding discount rates has been changed from one based on the expected average remaining working life to a single weighted average discount rate.

With the adoption of the Accounting Standard for Retirement Benefits, and in accordance with transitional treatment as stipulated in article 37 of the Accounting Standard for Retirement Benefits, the impact of the change in the method of calculating retirement benefits and service costs has been reflected in retained earnings at the beginning of the first quarter period.

As a result, retirement benefit liabilities at the beginning of the first quarter are ¥460 million lower, and retained earnings are ¥296 million higher. The impact on the operating loss, ordinary loss and net loss before income taxes is minimal.

#### 3. Consolidated Financial Statements

#### (1) Consolidated Balance Sheets Millions of yen, rounded down As of As of March 31, 2014 September 30, 2014 **ASSETS** I. Current assets: 17.218 Cash and bank deposits ..... 20,374 8.200 Notes and accounts receivable..... 10,410 15,004 Marketable securities..... 12.003 2581 Merchandise and products..... 2,283 22 Work in progress..... 31 Raw materials and supplies..... 3,053 2.652 2,414 Others ..... 3,278 (49)Allowance for doubtful accounts ..... (58)48,445 Total current assets..... 50,975 II. Fixed assets: Tangible fixed assets 21,881 Buildings and structures..... 21,997 Accumulated depreciation and accumulated (13,802)(13,696)impairment loss ..... 8,078 Buildings and structures (net)..... 8,301 6,806 6,693 Machinery and transport equipment..... Accumulated depreciation and accumulated (5,824)(5,678)impairment loss ..... Machinery and transport equipment (net)..... 981 1,014 6,883 7,410 Furniture, tools and fixtures ..... Accumulated depreciation and accumulated (5,867)(6.342)impairment loss ..... 1,016 Furniture, tools and fixtures (net)..... 1,067 10,177 Land..... 10,177 371 Lease assets..... 319 Accumulated depreciation and accumulated (182)(137)impairment loss ..... 188 181 Lease assets (net)..... 629 62 Others..... 21,072 20,804 Total tangible fixed assets..... Intangible fixed assets ..... 3,146 Others ..... 3,420 3,146 Total intangible fixed assets ..... 3,420 Investments and other assets 6,128 Investment securities..... 7,241 3,109 Others..... 3,358 9,238 10,599 Total investments and other assets..... 33,457 34,824 Total fixed assets..... 81.902 Total Assets..... 85,800

| Consolidated Balance Sheets, continued              |                    |                         |  |  |
|---|--------------------|-------------------------|--|--|
|   | Million            | ns of yen, rounded down |  |  |
|   | As of              | As of                   |  |  |
|   | September 30, 2014 | March 31, 2014          |  |  |
| LIABILITIES   |                    |                         |  |  |
| I. Current liabilities:                             |                    |                         |  |  |
| Notes and accounts payable                          | 1,683              | 2,258                   |  |  |
| Accrued income taxes                                | 308                | 274                     |  |  |
| Allowance for bonus                                 | 979                | 1,051                   |  |  |
| Allowance for points                                | 1,374              | 1,406                   |  |  |
| Provision for loss on business withdrawal           | 27                 | 212                     |  |  |
| Asset retirement obligations                        | -                  | 2                       |  |  |
| Others  | 3,753              | 6,174                   |  |  |
| Total current liabilities                           | 8,125              | 11,381                  |  |  |
| II. Noncurrent liabilities:                         |                    |                         |  |  |
| Allowance for directors' retirement bonuses         | 78                 | 76                      |  |  |
| Allowance for retirement benefits                   | 1,133              | 1,579                   |  |  |
| Asset retirement obligations                        | 419                | 453                     |  |  |
| Others  | 144                | 155                     |  |  |
| Total non-current liabilities                       | 1,776              | 2,265                   |  |  |
| Total liabilities                                   | 9,902              | 13,646                  |  |  |
| NET ASSETS  |                    | ·                       |  |  |
| Shareholders' equity                                |                    |                         |  |  |
| Common stock  | 10,795             | 10,795                  |  |  |
| Additional paid-in capital                          | 11,706             | 11,706                  |  |  |
| Retained earnings                                   | 50,820             | 51,043                  |  |  |
| Treasury stock                                      | (1,835)            | (1,917)                 |  |  |
| Total shareholders' equity                          |                    | 71,626                  |  |  |
| Other comprehensive income                          |                    | ,                       |  |  |
| Valuation difference on other marketable securities | 9                  | 5                       |  |  |
| Total adjustments related to retirement benefits    | 9                  | 14                      |  |  |
| Total other comprehensive income                    |                    | 19                      |  |  |
| Warrants  |                    | 508                     |  |  |
| Total net assets                                    | 72,000             | 72,154                  |  |  |
| Total Liabilities and Net Assets                    |                    | 85,800                  |  |  |

## (2) Consolidated statements of income and Consolidated statements of comprehensive income Consolidated statements of income

Millions of yen, rounded down

| <del>-</del>  |  | ,                                      |
|---|--|--|
|   | April 1, 2014 to<br>September 30, 2014 | April 1, 2013 to<br>September 30, 2013 |
| Net sales   | 36,542                                 | 38,752                                 |
| Cost of sales   | 10,868                                 | 12,493                                 |
| Gross profit  | 25,674                                 | 26,259                                 |
| Selling, general and administrative expenses            | 25,373                                 | 25,548                                 |
| Operating income  | 300                                    | 710                                    |
| Non-operating income                                    |  |  |
| Interest income   | 3                                      | 39                                     |
| Dividend income   | 10                                     | 10                                     |
| Exchange gain   | 7                                      | 97                                     |
| Other non-operating income                              | 120                                    | 109                                    |
| Total non-operating income                              | 141                                    | 256                                    |
| Non-operating expenses                                  |  |  |
| Provisions for allowance for bad debt                   | 0                                      | 3                                      |
| Other non-operating expenses                            | 21                                     | 26                                     |
| Total non-operating expenses                            | 21                                     | 29                                     |
| Ordinary income   | 420                                    | 937                                    |
| Extraordinary income                                    |  |  |
| Income from sale of fixed assets                        |  | 0                                      |
| Gain on reversal of warrants                            | 3                                      | 0                                      |
| Gain on reversal of allowance for business withdrawal   | 122                                    |  |
| Other   | 0                                      |  |
| Total extraordinary income                              | 125                                    | 0                                      |
| Extraordinary loss                                      |  |  |
| Loss on sale of fixed assets                            |  | 14                                     |
| Loss on disposal of fixed assets                        | 6                                      | 135                                    |
| Impairment loss   | 7                                      | 7                                      |
| Loss on closure of stores                               | 37                                     | 84                                     |
| Loss on litigation                                      |  | 223                                    |
| Loss on sale of shares in affiliates                    |  | 136                                    |
| Loss on business withdrawal                             |  | 891                                    |
| Other   | 3                                      | 2                                      |
| Total extraordinary loss                                | 55                                     | 1,495                                  |
| Income before income taxes                              | 490                                    | (557)                                  |
| Income and other taxes                                  | 183                                    | 157                                    |
| Adjustments to income and other taxes                   | (266)                                  | (177)                                  |
| Total income and other taxes                            | (83)                                   | (19)                                   |
| Net income from minority interests prior to adjustments | 573                                    | (537)                                  |
| Net income  | 573                                    | (537)                                  |

### Consolidated statements of comprehensive income

|   | Millions of yen, rounded down          |  |  |  |  |
|---|--|--|--|--|--|
|   | April 1, 2014 to<br>September 30, 2014 | April 1, 2013 to<br>September 30, 2013 |  |  |  |
| Income before minority interests                                  | 573                                    | (537)                                  |  |  |  |
| Other comprehensive income  |  |  |  |  |  |
| Net unrealized holding gain on other securities                   | 4                                      | 0                                      |  |  |  |
| Adjustments related to retirement benefits                        | (4)                                    |  |  |  |  |
| Total other comprehensive income                                  | (0)                                    | 0                                      |  |  |  |
| Comprehensive income  | 573                                    | (537)                                  |  |  |  |
| (Breakdown)   |  |  |  |  |  |
| Comprehensive income attributable to owners of the parent company | 573                                    | (537)                                  |  |  |  |
| Comprehensive income attributable to minor interests              |  |  |  |  |  |

| (3) Consolidated statements of cash flows                |   |   |
|--|---|---|
| (0)  | Millions of yen                           | , rounded down                            |
|  | April 1, 2014 to<br>September 30,<br>2014 | April 1, 2013 to<br>September 30,<br>2013 |
| I. Cash flows from operating activities                  |   |   |
| Income before income taxes                               | 490                                       | (557)                                     |
| Depreciation   | 1,393                                     | 1,491                                     |
| Impairment losses  | 7   | 7   |
| Share-based compensation expenses                        | 42  | 24  |
| Increase (decrease) in allowance for doubtful accounts   | (8)                                       | 327                                       |
| Increase (decrease) in allowance for bonuses             | (71)                                      | (1)                                       |
| Increase (decrease) in allowance for points              | (32)                                      | (39)                                      |
| Increase (decrease) in allowance for retirement          | . , , _                                   | , ,                                       |
| benefits   |   | 14  |
| Increase (decrease) in retirement benefit liabilities    | 10  |   |
| Increase (decrease) in allowance for directors           | 10  |   |
| retirement benefits                                      | 2   | 10  |
|  |   |   |
| Increase (decrease) in allowance for business withdrawal | (185)                                     | 277                                       |
| Interest and dividend income                             | (13)                                      | (49)                                      |
| Gain (loss) from foreign exchange                        | 26  | (78)                                      |
| Gain (loss) on sale of shares in affiliates              | <b></b>                                   | 136                                       |
| Gain on sale of fixed assets                             | <b></b>                                   | 13  |
| Loss from disposal of fixed assets                       | 6   | 135                                       |
| Loss on closure of stores                                | 37  | 84  |
| Gain on reversal of warrants                             | (3)                                       | (0)                                       |
| Loss on litigation                                       |   | 223                                       |
| Loss on business withdrawal                              |   | 275                                       |
| Decrease (increase) in trade receivables                 | 2,209                                     | 1,811                                     |
| Decrease (increase) in inventories                       | (689)                                     | 500                                       |
| Decrease (increase) in other current assets              | (352)                                     | (105)                                     |
| Decrease (increase) in other fixed assets                | 5   | 4   |
| Increase (decrease) in trade payables                    | (575)                                     | (669)                                     |
| Increase (decrease) in other current liabilities         | (1,055)                                   | (434)                                     |
| Increase (decrease) in other noncurrent liabilities      | (7)                                       | (16)                                      |
| Others   | (15)                                      | (28)                                      |
| Sub-total  | 1,220                                     | 3,359                                     |
| Interest and dividends received                          | 21  | 50  |
| Income taxes paid  | (159)                                     | (860)                                     |
| Payments for loss on litigation                          | ` <u>-</u>                                | 223                                       |
| Net cash provided by (used in) operating activities      | 1,082                                     | 2,326                                     |
| II. Cash flows from investing activities                 | ·   |   |
| Income from sale and redemption of marketable securities |   | 527                                       |
| Acquisition of tangible fixed assets                     | (928)                                     | (690)                                     |
| Income from sale of tangible fixed assets                |   | 2   |
| Acquisition of intangible fixed assets                   | (460)                                     | (253)                                     |
| Income from sale of intangible fixed assets              |   | 2   |
| Income from sale and redemption of investment securities | 1,000                                     | 0   |
| Payments for investments in capital of affiliates        |   | (44)                                      |
| Payment on sale of affiliate company shares causing      |   |   |
| changes in scope of consolidation                        |   | (108)                                     |
| Income from loans receivable                             |   | 19  |
| Other payments   | (68)                                      | (28)                                      |
| Other income   | 350                                       | 67  |
| <del>-</del>   |   |   |
| Net cash provided by (used in) investing activities      | (106)                                     | (504)                                     |

| III. Cash flows from financing activities                        | _       |         |
|--|---------|---------|
| Disposal of treasury stock                                       | 19      | 4       |
| Acquisition of treasury stock                                    | (0)     | (1,719) |
| Cash dividends paid  | (1,079) | (1,102) |
| Others   | (50)    | (33)    |
| Net cash provided by (used in) financing activities              | (1,111) | (2,851) |
| IV. Effect of exchange rate changes on cash and cash equivalents | (19)    | 66      |
| V. Net increase in cash and cash equivalents                     | (154)   | (962)   |
| VI. Cash and cash equivalents at the beginning of the period     | 32,377  | 28,227  |
| VII. Cash and cash equivalents at end of period                  | 32,222  | 27,265  |

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

#### Items related to going concern

No applicable items

#### Note on significant change in shareholders' equity

No applicable items

#### Segment information

**Business Segments** 

1. Six months ended September 30, 2014

(Millions of yen, rounded down)

|                                      | Business Segments     |  |        |         | Eliminations | Consolidated                  |                 |
|--------------------------------------|-----------------------|--|--------|---------|--------------|-------------------------------|-----------------|
|                                      | Cosmetics<br>Business | Nutritional<br>Supplements<br>Business | Total  | Other*1 | Total        | or<br>Corporate* <sup>2</sup> | Consolidated *3 |
| 1. Sales and operating income:       |                       |  |        |         |              |                               |                 |
| (1) Sales to external customers      | 22,058                | 11,164                                 | 33,223 | 3,319   | 36,542       |                               | 36,542          |
| (2) Inter-segment sales or transfers |                       |  |        |         |              |                               |                 |
| Total sales                          | 22,058                | 11,164                                 | 33,223 | 3,319   | 36,542       |                               | 36,542          |
| Operating income (loss)              | 1,301                 | (118)                                  | 1,182  | 72      | 1,255        | (954)                         | 300             |

#### Notes:

- 1. Other businesses: Mail-order of sundries, accessories and undergarments, and the Hatsuga Genmai (germinated brown rice) and Kale Juice businesses, etc.
- 2. The adjustment amount on segment income (loss) of (¥954) million includes total company expenses not distributed to each reportable segment and consist primarily of costs related to the General Affairs section of the parent company not included in the reportable segments.
- 3. Segment income or loss has been adjusted with the operating income for the consolidated income statement for the quarterly period.

#### 2. Six months ended September 30, 2013

(Millions of yen, rounded down)

|                                      | В                     | usiness Segmer                         | nts    | Other*1 |        |                               | Eliminations    | 0 |
|--------------------------------------|-----------------------|--|--------|---------|--------|-------------------------------|-----------------|---|
|                                      | Cosmetics<br>Business | Nutritional<br>Supplements<br>Business | Total  |         | Total  | or<br>Corporate* <sup>2</sup> | Consolidated *3 |   |
| 1. Sales and operating income:       |                       |  |        |         |        |                               |                 |   |
| (1) Sales to external customers      | 21,741                | 12,812                                 | 34,554 | 4,197   | 38,752 |                               | 38,752          |   |
| (2) Inter-segment sales or transfers |                       |  |        |         |        |                               |                 |   |
| Total sales                          | 21,741                | 12,812                                 | 34,554 | 4,197   | 38,752 |                               | 38,752          |   |
| Operating income (loss)              | 1,631                 | 103                                    | 1,735  | (27)    | 1,707  | (997)                         | 710             |   |

#### Notes:

- 1. Other businesses: Mail-order of sundries, accessories and undergarments, and the Hatsuga Genmai (germinated brown rice), Kale Juice, and beauty salon businesses etc.
- 2. The adjustment amount on segment income (loss) of (¥997) million includes total company expenses not distributed to each reportable segment and consist primarily of costs related to the General Affairs section of the parent company not included in the reportable segments.
- 3. Segment income or loss has been adjusted with the operating income for the consolidated income statement for the quarterly period.

#### **Significant Post-Balance Sheet Events**

At a board meeting held on October 30, 2014, and pursuant to the provisions of Articles 236, 238, 240-1 of the Companies Act, it was resolved that the Company would issue the following incentive stock options to directors and executive officers and directors of subsidiaries:

1. Number of eligible persons:

Directors: 10

Executive Officers: 5
Directors of subsidiaries: 3

2. Date of allotment of stock options:

December 1, 2014

3. Total number of stock options:

Undecided

4. Class of shares to be issued:

Common stock

5. Number of stock to be issued:

100 shares issued per stock option:

6. Total amount payable upon exercise of stock options:

¥1 per share

7. Exercise period:

December 2, 2014 to December 1, 2034

8. Share value and incorporated assets in case of issue of shares upon exercise of stock options:

Undecided