



## **YUHO REPORT**

**Annual**

Fiscal Year Ended **December 31, 2015**

Traded **JASDAQ**

Stock Code **7963**



**KOKEN LTD.**

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Fiscal Year Ended	<b>December 31, 2015</b>
Traded	<b>JASDAQ-TSE</b>
Stock Code	<b>7963</b>

This report is based on the Company's Japanese-language annual filing with the Financial Services Agency and supplemented with materials that facilitate comparison with the Company's peers. The materials from the annual filing with the Financial Services Agency have been edited and reorganized in a format more familiar to the international investment community. All information contained in this report has been obtained from sources believed to be reliable, but the accuracy of the data and the translation and the completeness and timeliness of the information are not warranted by the Company, Pacific Associates, or PRONEXUS. None of the above parties shall be responsible for any error or omission or for results obtained from the use of this information.

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## Company Profile

### Financial highlights

Years ended December 31; Thousands of yen	2011	2012	2013	2014	2015	2014	2015
	Parent					Consolidated	
Net sales	8,879,229	8,329,921	7,476,448	7,500,731	7,785,973	7,500,731	7,785,973
Ordinary profit	1,112,847	661,983	409,703	350,684	516,448	315,342	449,270
Net income	553,565	384,930	229,368	183,158	304,855	147,816	237,677
Comprehensive income	-	-	-	-	-	185,331	232,224
Common stock	674,265	674,265	674,265	674,265	674,265	-	-
Shares outstanding	5,104,003	5,104,003	5,104,003	5,104,003	5,104,003	-	-
Net assets	8,466,354	8,647,479	8,679,298	8,785,548	8,975,998	8,775,028	8,891,395
Total assets	16,262,836	15,966,154	15,465,283	15,559,682	16,385,434	15,552,696	16,294,705
Net assets per share (Yen)	1,663.78	1,703.16	1,713.23	1,722.48	1,756.31	1,720.40	1,739.64
Dividends per share (Yen)	35.00	25.00	25.00	25.00	25.00	-	-
Net income per share (Yen)	109.46	76.07	45.45	36.21	60.08	29.22	46.84
Net income per share, fully diluted (Yen)	108.79	75.77	45.00	36.00	-	29.06	-
Dividend payout ratio (%)	32.0	32.9	55.0	69.0	41.6	-	-
Net cash provided by operating activities	630,328	1,205,276	806,420	-	-	687,046	707,584
Net cash used in investing activities	(530,507)	(46,337)	(708,352)	-	-	(597,411)	(1,217,915)
Net cash provided by (used in) financing activities	(860,827)	109,316	(766,160)	-	-	(238,639)	382,864
Cash and cash equivalents at end of term	1,048,000	2,320,852	1,652,808	-	-	1,911,584	1,777,329
Employees	215	221	218	216	215	225	265

The Company began preparing consolidated financial statements in the fiscal year to December 2014.

### Peer comparisons

	2011	2012	2013	2014	2015	2014	2015
Percent	Parent					Consolidated	
Net income / net sales (%)	6.2	4.6	3.1	2.4	3.9	2.0	3.1
Peers	1.7	2.2	2.4			1.1	3.3
Ordinary profit / net sales (%)	12.5	7.9	5.5	4.7	6.6	4.2	5.8
Peers	3.2	4.1	4.4			3.7	5.2
Net income / equity (%)	6.6	4.5	2.7	2.1	3.4	1.7	2.7
Peers	3.0	9.1	(0.7)			7.0	6.2
Net income / assets (%)	3.5	2.4	1.5	1.2	1.9	1.0	1.5
Peers	1.5	3.7	2.9			3.1	3.2
Ordinary profit / assets (%)	7.0	4.1	2.6	2.3	3.2	2.0	2.8
Peers	3.7	5.1	4.7			5.6	5.0
Equity / assets (%)	51.7	54.1	55.9	56.1	54.4	56.1	54.2
Peers	49.2	51.4	53.2			53.4	53.2

Peers include 29 companies in the other products sector on the JASDAQ market of the Tokyo Stock Exchange.

## Business Overview

### *Description of business*

The corporate group consists of KOKEN LTD. (the Company), one subsidiary and one related party. The Company manufactures and sells particulate respirators, gas masks and other types of protective equipment for occupational health and safety use, as well as equipment and facilities for workplace environments.

The Company rents its corporate headquarters from Sakai Tatemono Ltd., a company with which it has a close relationship.

### **Changes in accounting disclosures**

Koken has changed its financial reporting practice to the consolidated base from the parent company base beginning with the year to December 2014. The financial statements for the year ended December 2014 and the year under review are available only in this report.

### *Group companies*

Name	Operations	Capital stock	Ownership
(Consolidated subsidiary)			(%)
SIAM KOKEN LTD.	Manufacture and sale of particulate respirators	THB150,000,000	100

## History

Year	Month	Event
1943	May	Koshinkai Kenkyujo established.
1952	February	Koshinkai Kenkyujo converted to joint stock company.
1963	December	Company's production and sales divisions spun off as independent operations; KOKEN LTD. established and Hanno plant constructed in Hanno, Saitama Prefecture.
1967	April	Hanno Laboratories established in Hanno, Saitama Prefecture.
1968	December	Hoya plant established in Hoya (currently Nishitokyo), Tokyo.
1976	October	Ashio plant established in Ashio, Tochigi Prefecture.
1977	January	Logistics center constructed in Ninomiya, Kanagawa Prefecture.
1981	January	Koken Bosai System established to sell occupational safety and health-protection equipment and to design and construct fire-prevention equipment and workplace environment improvement equipment.
1984	December	Hoya plant relocated to Tokorozawa, Saitama Prefecture, and reestablished as Tokorozawa plant.
1985	June	Koshinkai Kenkyujo and Ninomiya Seisakusho acquired.
1986	December	Company's shares registered with Japan Securities Dealers Association as OTC-traded stock issue.
1987	July	Koken Bosai System acquired and Sayama Techno-Yard established in Sayama, Saitama Prefecture, with one portion of Hanno Techno-Yard relocated to Sayama Techno-Yard. (Names of plants and factories all changed to Techno-Yard.)
1988	July	Second phase of Sayama Techno-Yard construction completed, concluding relocation of Hanno Techno-Yard.
1989	August	New head office building constructed.
1992	March	New research wing completed for Tokorozawa Laboratories.
1997	December	Nakai Techno-Yard and Nakai Logistics Center established in Nakai-machi, Kanagawa Prefecture. (Ninomiya Techno-Yard and Ninomiya Logistics Center integrated into newly established facilities of Nakai Techno-Yard and Nakai Logistics Center.)
1999	January	ISO 9001 certification obtained for entire company (registered on inspection).
	June	Gunma Techno-Yard constructed in Kasagake-cho, Gunma Prefecture.
2002	January	ISO 14001 certification obtained by Gunma Techno-Yard (registered on inspection).
2003	June	ISO 14001 certification obtained by Nakai Techno-Yard and Nakai Logistics Center (registered on inspection).
2004	December	Registration for OTC trading with Japan Securities Dealers Association canceled; and shares listed on the JASDAQ Securities Exchange.
2005	May	ISO 14001 certification obtained by Tokorozawa Techno-Yard (registered on inspection).
2009	September	Saitama Logistics Center established in Ranzan-machi, Saitama Prefecture. (Nakai Logistics Center integrated into newly established facilities of Saitama Logistics Center.)
2010	April	Company's shares listed on JASDAQ-OSE integrated market after merger of JASDAQ Securities Exchange into Osaka Securities Exchange.
2011	March	KOACH showroom opened.
	November	KOKEN Super Clean Technical Center opened.
2012	November	Overseas subsidiary SIAM KOKEN LTD. (currently a consolidated subsidiary) established in Chonburi Province, Thailand.
2013	January	Ranzan Techno-Yard established in Ranzan, Saitama Prefecture.
	July	Company's shares listed on the JASDAQ Standard market following merger of the Osaka Securities Exchange with the Tokyo Stock Exchange.
2015	June	Business operations commence at SIAM KOKEN LTD.

## ***Risk factors***

The KOKEN Group recognizes the following risks or potential risk factors as existing as of December 31, 2015.

All forecasts, projections and other statements regarding the future are based on business plans as of the date of publication of relevant statutory securities filings.

### **Research and Development**

- As an R&D-driven, comprehensive environmental product manufacturing company, the Group invests management resources to bring highly innovative products to the market. Not all R&D will necessarily lead to the development of new products, however, or to growth in earnings. In addition, the Group's performance could be affected by circumstances which leave the Group no choice but to discontinue its R&D activities.
- The Group's product development is based on highly innovative technology, and it has consequently implemented the necessary procedures to protect its intellectual properties and large number of patents. There is, however, only so much laws can do to protect proprietary technology, and the possibility exists that the Company will not be able to prevent a third party from using its intellectual properties to manufacture and sell products similar to the Group's. This could have an impact on the Group's results.

### **Legal and Regulatory**

- The Group's businesses are governed by a number of legal restrictions, as set forth in statutes such as the Industrial Safety and Health Law, the Pharmaceutical and Medical Device Act, and the Product Liability Act; and it continues to strengthen its compliance capabilities and internal control to ensure its ability to meet the requirements of these laws.
- Despite its best efforts, however, the Group may fail to meet one or more of these regulations, with a resulting recall of its products or other limitations on its businesses. In addition, the enactment of new laws or revision of existing ones could impact the Group's financial performance by requiring it to incur expenses for capital investment or other needs.

### **Quality Assurance and Quality Management**

- Besides being designed for use in harsh environments, Koken's products must be extremely durable and trustworthy to ensure that they protect the health and safety of their users. To assure the highest levels of quality control, the Group has

established quality management systems based on ISO9001 standards and has adopted the following measures:

- a) It maintains an independent quality assurance office, which reports directly to the president; and
- b) It assigns personnel from this office to each of the Group's manufacturing and technical facilities to monitor production and inspection procedures.
- The Ministry of Health, Labour and Welfare conducts tests on protective breathing equipment. In the unlikely event that such tests should reveal defects in the Group's products despite its stringent quality control, the costs incurred in recalling and repairing non-compliant equipment could have a negative impact on the Group's financial performance.

#### Natural Disasters and Epidemics

- Business continuity plans have been formulated for the Group's production facilities based on seismic risk assessments to prevent any significant disruption to production in the event of an earthquake or other natural disaster. However, a major disaster (such as a large, shallow earthquake with a nearby epicenter), accident or other unforeseen event, or an influenza epidemic or other infectious outbreak, could interrupt production or disrupt operations, with a potentially negative impact on the Group's financial performance.

In preparation for epidemics, the Group has distributed masks to all employees and stocked emergency supplies of masks at all its operating sites.

#### Environmental Issues

- Soil and groundwater decontamination procedures are continuing at two of the Group's research and manufacturing sites where trichloroethylene pollution was discovered. Although clean-up operations are proceeding according to plan, there could be a material impact on the Group's performance if the decontamination procedures prove lengthier or costlier than anticipated.

#### Information Security

- The Group's business involves a wealth of confidential information related to technology, sales and other operations. While the Group takes every precaution to manage such information securely, any unauthorized disclosure of such data due to unforeseen circumstances could have a negative impact on the Group's financial performance.



## Internal Controls

- The Group has created an effective system of internal controls to promote effective and efficient business administration, reliable financial reporting, full legal and regulatory compliance, and asset security. Given the limitations inherent in internal controls, however, any related failure resulting from unforeseen circumstances could have a negative impact on the Group's financial performance.

## Overseas Subsidiary

- Production commenced in June 2015 at SIAM KOKEN LTD., the Group's local production subsidiary in Thailand. Currency exchange movements or unexpected political, social or regulatory developments in Thailand could have a negative impact on the Group's financial performance.

## ***Research and development***

The Group is committed to research and development in its business domain, "cleanliness, health and safety." It pursues development of original, creative technologies as well as versatile applications that employ them. A matrix-based R&D structure has been established that includes project teams for basic research on near-future technologies as well as applications.

A total of 70 staff are responsible for research and development, and related expenditures during the year under review totaled 509 million yen.

The Group pursued the following activities during the year under review:

### **Mask segment**

Breath-response PAPRs:

Koken expanded its product range to conform to new national standards and provide protection against refractory ceramic fibers (RCFs).

- (1) BL-321S model: A super-lightweight battery-operated cordless PAPR fitted with advanced particulate removal technology, a speaking diaphragm for clear communication, and a filter/battery replacement signal with a flashing LED
- (2) BL-321H model: A lightweight high-performance PAPR for protection against exposure to asbestos, dioxins and RCFs (99.97% or more filter efficiency)
- (3) BL-351H model: A lightweight high-performance PAPR for use during extended operations in environments with heavy particulate loads

- (4) BL-351HGX model: A lightweight high-performance PAPR for use during extended operations in environments with heavy particulate loads or high concentrations of organic solvents

“Hi-Luck Neo” disposable masks (direct-to-consumer market):

Based on advanced filtering and face-fitting technologies, this series of masks for everyday use provides convenient protection against viruses, bacteria and other airborne pathogens, as well as particulate matter (PM2.5). Special features include adjustable head straps and a unique close-fitting face-piece with lip cushion to ensure a simple yet satisfactory fit. (The masks are available in either regular or small size.)

Koken has also developed two differentiated series of disposable masks to provide more specialized protection while allowing users to breathe easily. The “Hi-Luck Kakaranzo” mask is fitted with a special valve to help protect healthy workers from infection, while the “Hi-Luck Utsusanzo” mask contains filters to catch viral or bacterial particles exhaled by infected patients, thus helping to prevent the spread of infectious diseases.

### ***Analysis of financial condition and results of operations***

- (1) Significant accounting policies and estimates

The financial statements of the Group are prepared in conformity with the Japanese GAAP. Reasonable estimates required in the presentation of these statements are based on the relevant accounting standards.

- (2) Financial analysis

#### **Assets**

Total assets amounted to 16,294 million yen as of December 31, 2015, an increase of 742 million yen compared with the previous year-end figure of 15,552 million yen.

The major factor contributing to this result was a year-on-year increase of 740 million yen in tangible fixed assets associated with the purchase of land in the city of Hanno, Saitama Prefecture from the Urban Renaissance Agency.

#### **Liabilities**

Total liabilities amounted to 7,403 million yen as of December 31, 2015, an increase of 625 million yen compared with the prior year-end figure of 6,777 million yen. The major factor in this result was a year-on-year increase of 624 million yen in long-term debt.

## Net assets

Total net assets amounted to 8,891 million yen as of December 31, 2015, an increase of 116 million yen compared with the prior year-end figure of 8,775 million yen. This mainly reflected a year-on-year increase in retained earnings of 101 million yen. The shareholders' equity ratio was 54.2% at the end of December 2015 (compared with 56.1% a year earlier).

## Corporate governance

### (1) Basic philosophy concerning corporate governance

The Company aims to increase its enterprise value and shareholder and investor value. Toward these ends, it is endeavoring to strengthen its corporate governance to ensure the transparency and health of its management. It is also taking steps to build a management organization that achieves increased efficiency through clarified lines of responsibility and that responds rapidly to changes in the operating environment.

The Company also believes that disclosure is an important issue for management. Accordingly, it intends to continue to disclose information in a timely, prompt, fair and transparent manner hereafter. Toward this end, it is endeavoring to increase opportunities for disclosure, to improve its methods of conveying information, and to add greater value to the information disclosed.

The following information related to corporate governance is as of March 15, 2016 (the publication date of the original Japanese report).

#### 1) Overview of corporate governance structures and the development status of internal control systems

##### a. Basic explanation of corporate governance structures

- **Board of Directors:** The primary decision-making body of the Group, the Board of Directors meets once a month, as a rule, as provided for under the bylaws of the Board of Directors. In addition to deciding important matters concerning the execution of operations, the Board also oversees those operations. The Board is also prepared to meet on an as-needed basis to deal with issues that require prompt action.
- **Senior Management Meetings:** Senior Management Meetings, whose members consist of the directors, division managers and heads of the respective departments, are convened once a month. Decisions of the Board of Directors are conveyed to the senior management at these meetings, which also provide occasions for divisional managers and

heads of sales offices to present sales reports and for senior management to be updated on operations in the various departments. Problem areas and policy responses are also discussed.

- Board of Corporate Auditors: The Company has adopted a system of corporate auditors. It elects four auditors (two of whom are outside auditors), who participate in Board of Directors meetings and, in so doing, monitor the performance of the directors and the Board of Directors.

b. Rationale for corporate governance structures

- The Company has adopted the Japanese corporate governance model incorporating a Board of Corporate Auditors. The four-member board with two elected outside auditors monitors the executive actions of directors from an independent perspective. The Company has also adopted a system of executive officers to help clarify executive responsibilities based on a clear separation between top-level decision-making and execution of operations.
- The Company believes its corporate governance structures as described above are functionally adequate in terms of business oversight.

c. Overview of corporate governance structures and the development status of internal control systems

- The Company operates its business through five divisions: the Management Division, the Marketing Division, the Sales Division, the Technology Division and the Manufacturing Division. Each division is headed by a general manager, and responsibilities are allocated in a manner that enables each division to act as a check on the others.
- To enhance efficiency and promote appropriate, rational management, the Company has established a number of internal regulations, which are reviewed regularly by the department heads to assure their compatibility with realities on the ground. The department heads perform the important role of ensuring that operations in their departments are carried out strictly in accordance with the applicable laws and ordinances.
- The Company continually upgrades its systems to ensure full compliance with laws, regulations and internal rules through various checking procedures. The Company has instituted compliance-related educational and training courses for directors and employees. In addition, the

Company has set up the Koken Compliance Help Line as an internal reporting system designed to control and correct any compliance violations at the earliest possible time.

- As a responsible corporate citizen, the Company maintains no relations with antisocial forces or other organizations that threaten the social order, and it remains resolutely opposed to such forces.

d. Risk management system development status

- The Management Division, Marketing Division, Sales Division, Technology Division and Manufacturing Division all have their own systems to manage intra-divisional risks. At the same time, this arrangement is bolstered by a system of mutual checks and balances. Operational audits are conducted to assess the execution status of business processes according to internal auditing regulations. In particular, quality assurance audits are conducted to perform quality checks on product-related processes. The results of internal audits are reported to the president, and systems are in place to facilitate the institution of improvement measures where necessary.
- The executive officer in charge of internal controls has responsibility for Group risk management, including the adoption of any required internal regulations and the development of risk management systems to mitigate projected risks and formulate contingency plans to respond to potential emergency situations.

e. Internal controls to ensure proper operation of the Group subsidiaries

- The Group has established compliance and risk management systems to ensure that the parent company and the Group subsidiaries operate in accordance with their shared corporate philosophy at all times. Overseas subsidiaries are required to submit reports in accordance with internal management regulations to ensure that all top-level decision-making and related business operations are conducted properly and efficiently.

2) Status of internal audits and auditing by corporate auditors

- Internal audits are the responsibility of the executive officer in charge of internal controls, who directs an individual appointed by the president to audit the Company's operations. The results of this individual's audits are reported to the president, and any necessary measures to resolve problems are adopted and follow-up audits carried out.

- Quality management audits, another facet of the Company's internal audit structure (equivalent to internal audits based on ISO9001 and JIS Q9001), are the responsibility of the head of the Quality Management Office, who also reports the audit results to the president. If an audit uncovers any failure to conform with quality standards, the heads of the departments concerned are requested to correct the problems, and the results of their follow-up measures are checked.
- In line with the initiation of production and sales activities concerned with medical devices whose manufacturing and sale require approval under the Pharmaceutical Affairs Law (notably fully automated systems for washing and sterilizing endoscopes), the Company has constructed quality and safety management systems based on Japanese ministerial ordinances concerning the relevant standards applicable to medical equipment, such as QMS (Quality Management System; manufacturing and quality control), GQP (Good Quality Practice; production-related quality control), and GVP (Good Vigilance Practice; post-marketing safety control). Under this structure, the Group has appointed one person who undertakes management oversight of all quality and safety issues related to the manufacture and sale of medical equipment. Two managers responsible for QC/QA issues and for safety management report to this person. The system involves close cooperation between these managers and the relevant departments. The Company continues to work to strengthen its quality and safety management systems to ensure the production and sale of medical equipment of the highest quality and safety.
- Based on Japanese occupational health and safety legislation, the Company has formulated internal OH&S regulations to ensure the health and safety of employees and to foster the creation of a safe and comfortable working environment. These regulations apply to management of the work, operating environment and health of all employees. Guided by these rules and assisted by a dedicated team of staff, the head of the Safety & Environment Management Office conducts regular and ad hoc OH&S audits of all Company facilities. The results of these audits are reported to the president. If the audits identify any areas of non-compliance, the head of the Safety & Environment Management Office can require the general managers of the relevant audited facilities to implement any requisite corrective measures. Further checks are then carried out to confirm the effectiveness of such measures.

- As stated above, the Company has four corporate auditors, including two outside auditors. Besides attending meetings of the Board of Directors to audit the execution of directorial duties and Board operations, the corporate auditors also undertake internal audits based on auditing plans formulated by the Board of Corporate Auditors. When necessary, moreover, the corporate auditors seek to improve audit effectiveness based on information exchanged with the independent auditors.
  - Standing Corporate Auditor Etsuo Koyama, who was formerly the general manager of the accounting division, is highly knowledgeable about financial and accounting matters pertaining to the Company's operations.
- 3) Names of certified public accountants participating in audit operations and composition of assistant teams

The Company receives financial auditing services under a contract signed with A&A Partners. Details of the personnel involved in the financial audits conducted under this contract are provided below:

Engagement partner: Yuko Sakamoto, CPA

Engagement partner: Satoshi Terada, CPA

Number of assistants involved in audits:

CPAs: 6

Other staff: 5

*Note: No team member has more than seven years of continuous experience with the financial audits of the Company.*

#### 4) Outside directors and outside corporate auditors

Although the Company has not appointed any outside directors, two outside corporate auditors have been appointed to provide an independent, external auditing perspective on the actions of the directors. The Company has also introduced an executive officer system to enhance the separation between decision-making functions and the execution of operations and to clarify the delegation of management authority.

The Company believes its corporate governance systems provide sufficient management oversight and auditing capabilities without the appointment of outside directors.

In accordance with policies determined by the Board of Corporate Auditors, the outside auditors attend meetings of the Board of Directors to provide specialist input as well as participating in auditing of the actions taken by the directors.

The corporate auditors work closely with the outside auditors and exchange information with them to achieve continual upgrading of audit functions. The Company believes that its internal audit systems are adequate for corporate governance purposes.

The outside corporate auditors are Prof. Teruo Shinato of Nihon University and Mr. Nikko Haku, a lawyer specializing in corporate law. Both bring high levels of specialist knowledge and expertise to their auditing roles, together with a wealth of experience. Neither outside corporate auditor has any conflict of interest stemming from a special relationship with the Company or any related personnel. The Company has submitted independent executive nominations to the Tokyo Stock Exchange on behalf of both auditors.

Mr. Haku is a partner in Sakura Kyodo Law Offices. The Company has sought legal advice on occasion from other partners working for this law firm, but has no consulting contract with the firm, nor were there any commercial dealings between the Company and the firm during the year under review.

While the Company does not stipulate standards and other criteria regarding independence in terms of the election of outside corporate auditors, the Company does refer to the criteria established by the Tokyo Stock Exchange related to the independence of externally appointed executives of publicly listed companies.

In accordance with the provisions of Article 427-1 of the Companies Act, the Company has concluded agreements limiting the liability of both the outside corporate auditors, Teruo Shinato and Nikko Haku, with respect to legal compensation claims under Article 423-1 of the Companies Act to the minimum amounts as specified in Article 425-1 of said legislation.

The outside corporate auditors receive reports from relevant directors with respect to financial or accounting matters that the independent auditors may highlight, as well as internal audit system evaluations based on reviews of the Company's internal controls.



## 5) Directors' compensation

### a. Compensation of board members by category; breakdown by type of compensation; and number of board members in each category

Thousands of yen	Total amounts paid out to board members by type of compensation					Number of board members in each category
	Amount paid	Compensation	Bonuses	Stock options	Directors' and corporate auditors' retirement allowances	
Directors	188,905	140,100	17,250	1,655	29,900	9
Corporate auditors	21,136	16,800	2,000	236	2,100	3
Outside corporate auditors	9,236	7,200	1,000	236	800	4
	219,278	164,100	20,250	2,128	32,800	16

1. Bonuses include any provisions made during the fiscal year under review in the reserve for directors' and corporate auditors' bonuses. These bonuses were approved at the 53<sup>rd</sup> Annual General Meeting of Shareholders held on March 29, 2016.
2. Directors' and corporate auditors' retirement allowances represent the provisions made in the fiscal year under review in the reserve for directors' and corporate auditors' retirement benefits.

### b. Policy regarding amounts paid to board members and the methods of calculating these amounts

Remuneration for directors is set in accordance with their assigned duties and responsibilities. Remuneration for corporate auditors is set in accordance with the relevant duties and responsibilities, which differ between the standing corporate auditors and the outside auditors. Total amounts of remuneration are subject to limits approved by the General Meeting of Shareholders.

*Note: Total annual remuneration limit for directors: 180 million yen (approved at the 49th Annual General Meeting of Shareholders held on March 27, 2012)*

*Total annual remuneration limit for corporate auditors: 30 million yen (approved at the 29th Annual General Meeting of Shareholders held on March 27, 1992)*

## 6) Shareholdings in other companies

### a. Investment securities held for purposes other than pure investment

Number of issues: 9

Total value on balance sheet: 85,477,000 yen

- b. Equity investment securities held for purposes other than pure investment whose fiscal year-end balance sheet carrying value exceeds 1% of capital (excluding unlisted stocks)

Thousands of yen	2014		2015		Reason for purchase
	Number of shares	Book value	Number of shares	Book value	
Resona Holdings, Inc. (8308)	76,835	47,637	76,835	45,639	To maintain and strengthen business relationships
Mizuho Financial Group, Inc. 11th series preferred stock (class 11)	50,000	22,815	50,000	22,815	To maintain and strengthen business relationships

7) Limited liability agreements

In accordance with the provisions of Article 427-1 of the Companies Act, the Company has concluded agreements limiting the liability of outside auditors with respect to legal compensation claims under Article 423-1 of said law to the minimum amounts specified in the legislation.

8) Number of directors

The Company's articles of incorporation stipulate 15 as the maximum number of directors.

9) Election of directors

The Company's articles of incorporation stipulate that approval of resolutions to elect directors requires a majority of the votes cast at meetings attended by shareholders representing at least one-third of the total voting rights.

Cumulative voting cannot be employed to elect directors.

10) Determination of interim dividends

The Company's articles of incorporation stipulate that an interim dividend may be paid from retained earnings in accordance with Article 454-5 of the Companies Act without shareholder approval by resolution of the Board of Directors. This rule provides the Board with the requisite authority to return profits to shareholders in a proactive and dynamic manner.

11) Acquisitions of treasury stock

The Company's articles of incorporation contain a provision that allows the Company to acquire shares of treasury stock in open market transactions by resolution of the Board of Directors. This enables the Company to undertake share buybacks as a dynamic response to changing business conditions.

## 12) Special resolutions of the General Meeting of Shareholders

The Company's articles of incorporation stipulate that approval of special resolutions under Article 309-2 of the Companies Act requires a two-thirds majority of the votes cast at meetings attended by shareholders representing at least one-third of the total voting rights. The quorum rule for approval of special resolutions is less strict than those normally applicable to general meetings of shareholders in Japan.

## 13) Steps taken within the past year to improve corporate governance

- The Board of Directors convened 13 times in the year ended December 2015 to make important management decisions and oversee their execution.
- As its disclosure policy, the Company released explanatory information about its financial results for the year ended December 2014 and its financial results for the interim period of the year ended December 2015 on the Company's website.

## (2) Auditors' compensation

## 1) Compensation paid to CPAs and the Company's auditing firm was as follows:

Thousands of yen	2014		2015	
	Financial audit services	Non-audit services	Financial audit services	Non-audit services
Koken Ltd.	22,500	-	22,500	-
Consolidated subsidiary	-	-	-	-
	22,500	-	22,500	-

## 2) Compensation policy for financial audit services

The Company has not established a set policy for determining compensation paid to CPAs and its auditing firm for financial audit services. Fees are set with the scale and characteristics of the auditing work and the number of days involved taken into consideration.

**Directors**

(As of March 29, 2016)

Name	Title	Joined company	Previous or current employers/ occupations	Date of birth	Term	Shares owned (Thousand shares)
Masakazu Sakai	Representative Director, Chairman	Aug-67	Renown Shoji	22-Aug-41	2 years from the General Meeting of Shareholders (GMS) held on March 29, 2016	656
Tsutomu Murakawa	Representative Director, President	Apr-89		8-Jan-66	2 years from GMS held on March 29, 2016	7
Nobuya Horiguchi	Representative Director, Executive Vice President	Apr-82		28-Aug-58	2 years from GMS held on March 29, 2016	14
Mitsuji Muramatsu	Senior Managing Director	Feb-06	Mizuho Bank	21-Feb-56	2 years from GMS held on March 29, 2016	13
Fumikazu Tanaka	Senior Managing Director	Apr-81		22-Feb-57	2 years from GMS held on March 29, 2016	7
Hideaki Ibata	Managing Director	Jun-14	Mizuho Bank	7-Dec-62	2 year from GMS held on March 29, 2016	-
Toshiaki Nagasaka	Director	Apr-82		16-Oct-59	2 years from GMS held on March 29, 2016	7
Hiroyuki Sakai	Director, Advisor	Apr-67		23-May-43	2 years from GMS held on March 29, 2016	624
Etsuo Koyama	Standing Corporate Auditor	Jul-81	Nikkei Aluminium (present Nippon Light Metal)	21-Sep-42	4 years from GMS held on March 27, 2013	3
Toshio Akiyama	Standing Corporate Auditor	Apr-73		2-Apr-49	4 years from GMS held on March 25, 2015	14
Teruo Shinato	Corporate Auditor	Mar-15	Nihon University	24-Feb-55	4 years from GMS held on March 25, 2015	-
Nikko Haku	Corporate Auditor	Mar-15	Attorney at law	77-Apr-44	4 years from GMS held on March 25, 2015	-
						1,348

## **Employees**

### **Consolidated**

The number of employees working for the KOKEN Group (the Company and its consolidated subsidiaries) as of December 31, 2015 was 265 (176).

No business segment breakdown of employee numbers is provided, since some employees work in more than one segment.

### **Parent**

<b>Parent</b>	<b>Total or average</b>
Number	215 [176]
Average age	40.3
Average years of service	15.5
Average annual salary (yen)	6,575,519

*The number of employees refers to persons working on a regular basis; temporary employees are shown separately in parentheses.*

*The average annual salary includes bonuses.*

*No business segment breakdown of employee numbers is provided, since some employees work in more than one segment.*

## **Union**

The Company has no labor union.

## Stock option plans

The Company has adopted a stock option system, the principal features of which are based on Articles 236, 238 and 239 of the Companies Act.

### 1) Share subscription rights based on Articles 236, 238 and 239 of the Companies Act Resolution passed on March 27, 2013

Date of resolution	March 27, 2013
Categories and numbers of persons to be granted rights	6 directors, 4 corporate auditors and 62 employees
Type of shares subject to rights	Common stock
Number of shares	128,000 shares (Note)
Amount paid in at time of execution of rights	2,192 yen
Period for execution of rights	April 1, 2015 - March 31, 2018
Item concerning the assignment of rights	Approval of Board of Directors required.
Item concerning the assignment of rights associated with organizational rearrangements	(Note)

(Notes):

1. The number of shares subject to rights shall be adjusted in accordance with the following formula in the event of a stock split or reverse stock split by the Company. The adjustment shall be made to the number of shares subject to rights corresponding to stock options that are unexercised at said time. Any fractional shares arising from such adjustment shall be rounded down.

$$\text{Adjusted number of shares} = \text{Pre-adjusted number of shares} \times \text{Ratio of split or of reduction in number of shares outstanding}$$

Moreover, if any adjustment of the number of shares subject to rights should be necessitated by the Company acquiring and merging with another firm or else establishing a new company, or by the Company undertaking any related exchange of shares, the Company shall be permitted to undertake any such adjustment as is deemed necessary.

2. In the event of any takeover (limited to any merger in which the Company is not a surviving entity), absorptive split, demerger, establishment of a new firm, or exchange or transfer of shares (collectively hereinafter, "organizational rearrangements"), the Company shall grant stock subscription rights in the Company subject to rearrangement (hereinafter, "rearranged entity") in line with the various provisions 8a–8e of Section 1 of Article 236 of the Companies Act to all holders of rights that had not expired (hereinafter, "outstanding stock options") at the time the organizational rearrangements acquired legal force. In such eventuality, any outstanding stock options shall be cancelled and new stock subscription rights in the rearranged entity shall be issued. However, any such issuance based on the provisions set out below shall be limited to cases in which the issuance of new rights is stipulated in the agreement or plan covering the takeover, absorptive split, demerger, establishment of a new firm or share exchange/transfer.

#### 1) Number of rights in rearranged entity to be issued

Based on number of rights owned by outstanding stock option holders, taking into account any adjustments required pursuant to the terms and conditions of the specific organizational rearrangements

#### 2) Type of shares in rearranged entity subject to rights

Common stock in the rearranged entity

#### 3) Number of shares in rearranged entity subject to rights

Determined in accordance with Note 1 above, taking into account the conditions of the specific organizational rearrangements

#### 4) Amount of funds invested to exercise rights

The exercise price, suitably adjusted to take into account the conditions of the specific organizational rearrangements, multiplied by the number of shares in the rearranged entity subject to rights as determined in accordance with item 3) above.

- 5) All other terms and conditions shall be as stipulated in the agreements covering the granting of stock options between the Company and rights holders, based on resolutions approved at the 47th General Meeting of Shareholders and by the Board of Directors.

## Cash Flows

### *Consolidated statement of cash flows*

Year ended December 31; Thousands of yen	2014	2015
<b>Net cash provided by operating activities</b>		
Net income before taxes and other adjustments	312,314	449,255
Depreciation	505,346	469,417
Increase (decrease) in directors' and corporate auditors' retirement allowances	33,600	(6,100)
Increase (decrease) in reserve for bonuses	(25,000)	28,000
Increase (decrease) in reserve for directors' and corporate auditors' bonuses	(5,700)	5,800
Interest income	(550)	(321)
Dividends income	(2,523)	(3,365)
Interest expenses	56,679	54,606
Decrease (increase) in notes and accounts receivable	(108,093)	(69,962)
Decrease (increase) in inventory	77,330	(102,032)
Increase (decrease) in notes and accounts payable	13,514	64,327
Others	55,394	(20,490)
	912,312	869,135
Interest and dividend income	3,074	3,687
Interest expenses	(61,000)	(54,039)
Income tax and others	(167,340)	(111,198)
	687,046	707,584
<b>Net cash used in investing activities</b>		
Payments for acquisition of tangible fixed assets	(625,410)	(1,276,790)
Proceeds from sale of tangible fixed assets	33,642	69,456
Others	(5,642)	(10,580)
	(597,411)	(1,217,915)
<b>Net cash provided by (used in) financing activities</b>		
Net increase (decrease) in short-term loans payable	(500,000)	(100,000)
Proceeds from increase in long-term debt	1,700,000	2,000,000
Payments of long-term debt	(1,244,200)	(1,333,000)
Dividends	(126,189)	(126,444)
Others	(68,249)	(57,690)
	(238,639)	382,864
Effect of exchange rate fluctuations on cash and cash equivalents	5,479	(6,789)
Increase (decrease) in cash and cash equivalents	(143,523)	(134,255)
Cash and cash equivalents at beginning of term	1,652,808	1,911,584
Increase in cash and cash equivalents from newly consolidated subsidiary	402,300	-
Cash and cash equivalents at end of term	1,911,584	1,777,329

### **Relationship between balance of cash and cash equivalents as of term-end and balance sheet items**

<b>Years ended December 31; Thousands of yen</b>	<b>2014</b>	<b>2015</b>
Cash and deposit accounts	1,911,584	1,777,329
Time deposits, etc., of 3 months or longer	-	-
Cash and cash equivalents at end of term	1,911,584	1,777,329

### ***Capital expenditures***

Capital expenditures by the KOKEN Group in the fiscal year under review totaled 1,285 million yen (including investments in intangibles). Investments targeted the development of highly competitive new products in response to market needs and the establishment of efficient mass-production capabilities.

The breakdown of major capital expenditures was as follows:

Acquisition of site for R&D facility: 1,025 million yen

There were no disposals of equipment with a material impact on operations, excluding any periodic renovation of existing facilities.



## ***Dividend policy***

The Company has consistently viewed rewarding shareholders as an important issue for management. In accordance with this view, it has adhered to a basic policy of maintaining a stable and increasing dividend payout.

The Company's articles of incorporation contain the following provision: "An interim dividend may be declared in accordance with the provisions of Article 454-5 of the Companies Act." The level of the final dividend shall be subject to the approval of the General Meeting of Shareholders, while the Board of Directors shall determine the interim dividend.

In accordance with the above policy and based on an overall consideration of the fiscal 2015 results, future business trends and the Company's financial condition, a final dividend for the year ended December 31, 2015 of 25 yen per share, was approved by resolution of the General Meeting of Shareholders held on March 29, 2016. The dividend payout ratio for the year was 41.6%, and the ratio of dividends to net assets was 1.4%.

With the aim of sustaining future growth, the Company plans to appropriate retained earnings to strengthen the business base by investing in research and development of new technologies and products and by applying funds to capital investment projects.

Dividend payments out of retained earnings for the fiscal year under review are outlined below.

<b>Date of decision</b>	<b>Dividend payout</b>	<b>Dividend per share</b>
	(Millions of yen)	(Yen)
March 29, 2016	126	25
Resolution by General Meeting of Shareholders		

## Operations

### *Consolidated statement of income*

Year ended December 31; Thousands of yen	2014	2015
Net sales	7,500,731	7,785,973
Cost of goods sold	4,183,341	4,241,028
Gross profit on sales	3,317,389	3,544,945
Selling, general and administrative expenses	2,947,071	3,018,544
Operating income	370,317	526,400
Nonoperating income		
Interest income	550	321
Dividend income	2,523	3,365
Commissions received	9,109	8,605
Temporary assigned personnel payments received	4,112	4,102
Foreign exchange gains	7,887	-
Others	5,697	10,352
	29,881	26,747
Nonoperating expenses		
Interest expenses	56,679	54,606
Sales discounts	9,993	9,750
Foreign exchange losses	-	18,120
Others	18,183	21,399
	84,856	103,877
Ordinary profit	315,342	449,270
Extraordinary losses		
Loss on retirement of fixed assets	3,028	15
	3,028	15
Net income before taxes and special reserves for the term	312,314	449,255
Corporate, inhabitant and enterprise taxes	129,000	183,000
Deferred taxes	35,497	28,577
	164,497	211,577
Income (loss) before minority interests	147,816	237,677
Net income	147,816	237,677

### **Principal SG&A expenses**

Thousands of yen	2014	2015
Employees' salaries	785,667	840,489
Research and development expenses	523,588	509,315
Provision for employees' bonuses	86,925	105,604
Retirement benefit expenses	52,616	52,855
Provision for directors' and corporate auditors' retirement benefits	64,500	32,800
Provision for directors' and corporate auditors' bonuses	14,450	20,250

***Consolidated statement of comprehensive income***

<b>Year ended December 31; Thousands of yen</b>	<b>2014</b>	<b>2015</b>
Income (loss) before minority interests	147,816	237,677
Other comprehensive income		
Valuation difference on available-for-sale securities	6,014	420
Deferred gains or losses on hedges	-	1,031
Foreign currency translation adjustment	31,500	(6,905)
Total other comprehensive income	37,514	(5,453)
Comprehensive income	185,331	232,224
Comprehensive income attributable to		
Comprehensive income attributable to owners of parent	185,331	232,224
Comprehensive income attributable to minority interests	-	-

## Consolidated statement of changes in net assets

### December 2015 term

Thousands of yen; December 31, 2015	Shareholders' equity				Total shareholders' equity
	Common stock	Capital surplus	Retained earnings	Treasury stock	
Balance at beginning of current term	674,265	527,936	7,525,364	(58,247)	8,669,318
Changes in items during the term					
Dividends from retained earnings			(126,681)		(126,681)
Net income			237,677		237,677
Exercise of stock option			(9,730)	17,326	7,596
Other changes in non-shareholders' equity items during the term (net)					
Total changes during the term	-	-	101,265	17,326	118,592
Balance at end of current term	674,265	527,936	7,626,629	(40,920)	8,789,910

Thousands of yen; December 31, 2015	Other comprehensive income				Share subscription rights	Net assets
	Unrealized gains (losses) on other securities	Deferred gains or losses on hedges	Foreign currency translation adjustment	Total other comprehensive income		
Balance at beginning of current term	16,250	-	32,143	48,394	57,316	8,775,028
Changes during the term						
Dividends from retained earnings						(126,618)
Net income						237,677
Exercise of stock option						7,596
Other changes in non-shareholders' equity items during the term (net)	420	1,031	(6,905)	(5,453)	3,228	(2,225)
Total changes during the term	420	1,031	(6,905)	(5,453)	3,228	116,366
Balance at end of current term	16,671	1,031	25,238	42,940	60,544	8,891,395

### December 2014 term

Thousands of yen; December 31, 2014	Shareholders' equity				Total shareholders' equity
	Common stock	Capital surplus	Retained earnings	Treasury stock	
Balance at beginning of current term	674,265	527,936	7,523,768	(93,864)	8,632,106
Changes in items during the term					
Dividends from retained earnings			(126,218)		(126,218)
Net income			147,816		147,816
Exercise of stock option			(20,002)	35,616	15,614
Other changes in non-shareholders' equity items during the term (net)					
Total changes during the term	-	-	1,595	35,616	37,212
Balance at end of current term	674,265	527,936	7,525,364	(58,247)	8,669,318

Thousands of yen; December 31, 2014	Other comprehensive income				Share subscription rights	Net assets
	Unrealized gains (losses) on other securities	Foreign currency translation adjustment	Total other comprehensive income			
Balance at beginning of current term	10,236	643	10,879	29,634		8,672,619
Changes during the term						
Dividends from retained earnings						(126,218)
Net income						147,816
Exercise of stock option				(2,590)		13,024
Other changes in non-shareholders' equity items during the term (net)	6,014	31,500	37,514	30,272		67,786
Total changes during the term	6,014	31,500	37,514	27,682		102,408
Balance at end of current term	16,250	32,143	48,394	57,316		8,775,028

## ***Results of operations***

### **Year ended December 31, 2015**

While the Japanese economy benefited from a recovery in corporate earnings and general improvement in employment and wages during the year under review, there was a marked deceleration in the global economy due to slower growth in China and other developing countries. Uncertainty concerning future economic prospects also continued to mount.

The Group focused on establishing the clean technology business and on reinforcing mask-related operations. Consolidated net sales reached 7,785 million yen, a year-on-year increase of 285 million yen, or 3.8%.

Higher sales of the KOACH range of clean zone equipment and systems and of industrial masks resulted in better capacity utilization, helping to improve profitability due to a lower cost-of-goods-sold ratio. The Group was also able to achieve better profit margins due to successful efforts to improve efficiency. Operating income increased by 42.1% to 526 million yen, ordinary profit rose by 42.5% to 449 million yen, and net income rose by 60.8% to 237 million yen. All three figures marked new records for consolidated earnings.

Total sales in the core mask business segment amounted to 6,958 million yen, an improvement of 3.6% from the previous year. Orders for protective masks fell due to a shift in the national defense budget away from land forces, but this was offset by robust sales of industrial particulate respirators and gas masks, particularly to manufacturers. The BL series of breath-response powered air purifying respirators (PAPRs) achieved excellent sales, reflecting their design to national safety standards and positive safety and performance reviews. Demand for breath-response PAPRs increased, partly in response to new Japanese national safety requirements mandating the use of effective masks to protect workers involved in the installation, repair or demolition of facilities where there is any risk of exposure to refractory ceramic fibers used in insulation materials (such RCFs constitute known carcinogenic risks).

After securing requisite U.S. product approvals, the factory operated by Group subsidiary SIAM KOKEN Ltd. in Thailand began manufacturing disposable masks and particulate respirators in June 2015. This facility is now in full operation.

Sales in the environmental and other businesses segment totaled 827 million yen, an increase of 5.5% compared with the previous year. Orders for KOACH clean zone equipment and systems were received from a wide range of manufacturers, including customers in the automotive, heavy machinery, materials and chemicals sectors.

Besides filling repeat orders from the research and manufacturing sectors, the Group also supplied products to the KAGRA national research project (to build a large-scale cryogenic telescope employing gravitational wave technology). Sales of KOACH products, including the hybrid LAMIKOACH system that incorporates KOKENLAMINAR push-pull ventilation equipment into the KOACH design, grew by 80% from the previous year. In November 2015, KOACH was awarded a Prime Minister's Prize in recognition of its technically innovative design and contribution to addressing social issues. The business remains well positioned for further expansion.

### **Year ended December 31, 2014**

The Japanese economy continued on a path of gradual recovery in the year under review. It suffered negative impacts, however, stemming from a consumption tax hike and increases in the prices of raw materials caused by depreciation of the yen. The prospects for the economy remained generally uncertain.

The Group focused on trying to expand its consolidated revenue base while also developing its mask and clean technology businesses. Total sales amounted to 7,500 million yen.

The factory at the newly consolidated overseas subsidiary SIAM KOKEN LTD. was completed. Production at the facility is scheduled to start in mid-2015.

The Group responded to increases in raw materials prices with an initiative to increase manufacturing productivity to lower the cost of goods. These efforts were successful in keeping the gross margin on a par with that of the previous year. However, SG&A expenses were inflated by additional costs associated with governmental approval of powered air-purifying respirators and the establishment of the new subsidiary. The Group posted operating income of 370 million yen and net income of 147 million yen.

Total sales by the core mask business segment were 6,716 million yen. Sales of masks for use in emergency situations declined in year-on-year terms due to reduced preparatory stockpiling of supplies by local governments and nuclear power facilities across Japan. Orders for protective masks also declined, reflecting a shift in the national defense budget away from land forces. These factors were offset in part by rising demand for masks from private-sector manufacturers. Orders increased ahead of the April 2014 consumption tax hike but did not suffer a significant reflexive decline in subsequent months.

Sales by the environmental and other businesses segment amounted to 784 million yen. Koken's KOACH range of clean zone equipment and systems continued to gain more customers, among them the Center for iPS Cell Research and Application at

Kyoto University and the Japan Aerospace Exploration Agency (JAXA). Besides employing them for applications in cutting-edge research, manufacturers are also installing KOACH systems in production assembly and inspection lines. The Floor KOACH Exp/Ezp system won an industrial design award from the Ministry of Economy and Industry, which contributed to a threefold surge in the number of inquiries about KOACH products to around 1,800. While actual orders did not grow as rapidly as initially anticipated, the installation base continued to expand steadily, leaving the business well positioned for further expansion.

Note that no comparisons have been provided with the previous year because this was the first year in which the Group provided consolidated results.

## Segment information

### 1. Segment reporting

Segment reporting is based on financial information gathered for the various separate parts of the Company's business. The Board of Directors reviews the reports regularly for purposes of improving decisions on resources allocation and evaluating performance.

The main business of the Company is the manufacture and sale of particulate respirators and gas masks. The mask segment includes the manufacture and sale of industrial masks and other protective equipment for use in a range of OH&S applications.

### 2. Method of calculating segment net sales, profits and losses, assets, liabilities, etc.

The accounting methods used in segment reporting are identical to those cited under "Fundamental and Important Matters for the Preparation of Nonconsolidated Financial Statements."

Reported segment earnings are based on operating income.

### 3. Figures for segment net sales, profits and losses, assets, liabilities, etc.

Thousands of yen	Segment reporting Mask segment	Other businesses segment	Total	Adjustments	Book value
<b>2015</b>					
Net sales					
External customers	6,958,556	827,417	7,785,973	-	7,785,973
Inter-area	-	-	-	-	-
	6,958,556	827,417	7,785,973	-	7,785,973
Segment profits	3,177,929	289,431	3,467,361	(2,940,960)	526,400
Other items					
Depreciation expenses	331,853	31,857	363,711	105,705	469,417
<b>2014</b>					
Net sales					
External customers	6,716,257	784,473	7,500,731	-	7,500,731
Inter-area	-	-	-	-	-
	6,716,257	784,473	7,500,731	-	7,500,731
Segment profits	3,013,669	269,381	3,283,050	(2,912,733)	370,317
Other items					
Depreciation expenses	355,134	40,623	395,758	109,588	505,346

(Notes)

- The "other businesses" segment includes the environment-related business and other operations not reported for the mask segment.
- The table above contains the following adjustments.
  - The deduction of 2,940,960 thousand yen (December 2015 term) and 2,912,733 thousand yen (December 2014 term) from segment earnings reflect costs incurred across the Group that were not reported for the business segments, principally selling, general and administrative expenses.
  - Depreciation and amortization costs of 105,705 thousand yen (December 2015 term) and 109,588 thousand yen (December 2014 term) apply to Company assets, but are not reported for any business segment.
- Segment profits are adjusted figures based on operating income as reported in the statement of income.



## Related information

Information provided by principal customers

Thousands of yen	Sales		Segment
	2014	2015	
Midori Anzen Youhin	1,305,568	1,408,949	Mask and other businesses segment
Ministry of Defense	749,038	559,798	Mask and other businesses segment

## Issues requiring action

Tapping into unwavering demand for health, safety and cleanliness conditions, Koken has successfully established a position as the leading manufacturer of industrial masks in Japan. Rather than resting on its laurels, the Group aims to expand and develop its business base founded on the three areas of cleanliness, health and safety by leveraging its advanced technical expertise to develop original products offering real value to society. Its commercial efforts focus on growing sales and creating new markets to foster organic growth.

### Cleanliness: setting the benchmark for clean zone technology

Marketed under the KOACH brand, the Group's proprietary "open space" clean room technology is an innovative solution that enables customers to create clean zones in laboratory or factory environments. The value of KOACH technology has been officially recognized in awards from various government bodies and other institutions for excellence in innovation, creativity, design, energy efficiency, quality and durability. KOACH systems are revolutionizing the market for clean room systems by redefining the challenge of achieving clean environmental conditions in practical work settings.

### Health: addressing social issues and developing new businesses

The Group's fully automated endoscope cleaning and sterilization systems ("Kagami-Naishi") have garnered nearly perfect customer satisfaction ratings from medical institutions, and the Group is working to continue expanding sales of these products.

Reflecting its high degree of effectiveness in countering infection, the Group's "Hi-Luck" series of disposable masks is stocked by 70% of Japan's public health offices and 50% of its medical institutions designated to handle infectious outbreaks. The Group has sought to expand sales of close-fitting protective masks by developing the "Hi-Luck Neo" and "Hi-Luck Kids" series aimed at the direct-to-consumer markets for adults and children. As part of its role as a socially responsible mask

manufacturer, the Group is also promoting the use of “Hi-Luck Utsusanzo” masks, which are designed to prevent patients from infecting others in the event of viral outbreaks such as avian influenza or Ebola that require the medical isolation of infected patients.

Koken has leveraged its proprietary copper and lactic acid processing technologies to develop Imadeze<sup>®</sup>, an eco-friendly antibacterial gel that is highly effective against bacteria, viruses and molds. This gel can be blended into substances used to impregnate or coat a wide range of textiles, rubber or plastics. Koken is developing other antibacterial gels for various applications in medical and industrial products.

### **Safety: adding genuine value for the benefit of society**

For more than a decade, Koken has been organizing training on the proper use of masks, related leakage testing and the importance of wearing close-fitting masks for workers in industry and medicine. Over 340,000 professionals from various fields have received this training, which is also aimed at supporting demand for Koken’s high-quality disposable masks with important safety features such as silicone face-pieces, built-in fit checkers and special chin structures for a genuine one-size-fits-all design. The Group is continuing to develop and conduct training courses to promote the essential message that masks confer no benefit unless they fit properly.

Koken’s BL-series breath-response PAPRs have been hailed as the ultimate protection against airborne pollutants and pathogens due to their high level of safety and advanced performance. The Group continues to develop this range of products with the aim of providing better user protection while also seeking to minimize operational inconvenience.

As Japan’s top supplier of industrial masks, the Group continues to advocate the need for government bodies to maintain sufficient supplies of masks in preparation for pandemics, natural disasters or other emergency situations, including risks to public safety posed by avian influenza, Ebola, volcanic eruptions and earthquakes.

## Production and sales

### Production

Thousands of yen	2015	
	Amount	Year-on-year comparison (%)
Mask segment	7,109,643	107.6
Others businesses segment	832,170	118.8
	7,941,813	108.6

### Sales

Thousands of yen	2015	
	Amount	Year-on-year comparison (%)
Mask segment	6,958,556	103.6
Other businesses segment	827,417	105.5
	7,785,973	103.8

### Principal customers

Thousands of yen	2014		2015	
	Amount	% of net sales	Amount	% of net sales
Midori Anzen Youhin	1,305,568	17.4%	1,408,949	18.1%
Ministry of Defense	749,038	10.0%	559,798	7.2%

## Capital Structure

### *Consolidated balance sheet: assets*

December 31; Thousands of yen	2014	2015
<b>Current assets</b>		
Cash and deposits	1,911,584	1,777,329
Notes and accounts receivable - trade	3,486,281	3,554,255
Merchandise and finished goods	442,725	461,943
Work in process	282,872	302,936
Raw materials and supplies	336,699	399,356
Deferred tax assets	190,416	186,760
Others	86,517	93,480
Allowance for doubtful accounts	(4,000)	(4,000)
	6,733,098	6,772,062
<b>Fixed assets</b>		
<b>Tangible fixed assets</b>		
Buildings and structures	4,187,395	4,193,662
Accumulated depreciation	(2,666,896)	(2,776,848)
Buildings and structures, net	1,520,498	1,416,813
Machinery, equipment and vehicles	4,083,016	4,205,057
Accumulated depreciation	(3,364,071)	(3,488,012)
Machinery, equipment and vehicles, net	718,944	717,044
Land	4,814,153	5,837,802
Lease assets	262,113	210,960
Accumulated depreciation	(183,565)	(156,020)
Lease assets, net	78,547	54,940
Construction in progress	250,466	123,864
Others	2,283,805	2,302,583
Accumulated depreciation	(2,125,253)	(2,171,854)
Others, net	158,551	130,729
	7,541,162	8,281,195
<b>Intangible fixed assets</b>		
Lease assets	55,562	43,487
Others	40,326	43,422
	95,889	86,910

December 31; Thousands of yen	2014	2015
<b>Investments and other assets</b>		
Investments in securities	86,116	85,477
Deferred tax assets	177,968	153,957
Directors' retirement benefit insurance premiums	831,928	833,823
Others	90,532	85,639
Allowance for doubtful accounts	(4,000)	(4,000)
	1,182,546	1,154,537
Total fixed assets	8,819,598	9,522,642
<b>Total assets</b>	<b>15,552,696</b>	<b>16,294,705</b>

**Consolidated balance sheet: liabilities and net assets**

December 31; Thousands of yen	2014	2015
<b>Current liabilities</b>		
Accounts payable - trade	158,285	222,612
Short-term borrowings	1,500,000	1,400,000
Current portion of long-term debt	1,238,000	1,259,000
Accounts payable - other	188,396	123,846
Accrued expenses	153,438	164,718
Lease obligations	59,585	38,202
Income taxes payable	59,701	130,816
Provision for bonuses	146,000	174,000
Provision for directors' and corporate auditors' bonuses	14,450	20,250
Others	137,130	123,031
	3,654,986	3,656,479
<b>Long-term liabilities</b>		
Long-term debt	2,510,500	3,156,500
Directors' and corporate auditors' retirement benefits	510,100	504,000
Asset retirement obligations	15,309	15,522
Lease obligations	83,597	67,616
Others	3,174	3,191
	3,122,681	3,746,830
<b>Total liabilities</b>	6,777,668	7,403,310
<b>Net assets</b>		
<b>Shareholders' equity</b>		
Common stock	674,265	674,265
Capital surplus	527,936	527,936
Retained earnings	7,525,364	7,626,629
Treasury stock	(58,247)	(40,920)
	8,669,318	8,787,910
<b>Other comprehensive income</b>		
Unrealized gains (losses) on other securities	16,250	16,671
Deferred gains or losses on hedges	-	1,031
Foreign currency translation adjustment	32,143	25,238
	48,394	42,940
<b>Share subscription rights</b>	57,316	60,544
<b>Total net assets</b>	8,775,028	8,891,395
<b>Total liabilities and net assets</b>	<b>15,552,696</b>	<b>16,294,705</b>

## **Securities**

### **Financial instruments**

#### **Policies related to financial instruments**

The Group seeks to conduct financing based on market conditions and by maintaining a balance between short-term and long-term instruments. The Group uses safe short-term deposits for operating funds and does not engage in speculative trading. Derivatives are used purely to mitigate risks due to fluctuations in interest rates or exchange rates, and are not used for speculative trading purposes.

#### **Nature of financial instruments and management of related risks**

The Group manages its exposure to credit risk from notes and accounts receivable by monitoring the amounts outstanding and due dates for each counterparty.

The Group manages its exposure to price fluctuation risk on its portfolio of investment securities by assessing market prices on a quarterly basis. With unlisted stocks, the financial situation of the issuing firms is reviewed periodically.

Trade payables and other operating liabilities are typically due within 60 days. Any related liquidity risk is managed by maintaining certain levels of cash and liquidity at all times.

The Group employs mainly short-term borrowings, long-term debt and related financial leases to finance business operations and capital investments. Any related liquidity risk is managed by maintaining certain levels of cash and liquidity at all times. It uses interest-rate swaps to hedge the risk of interest rate fluctuations on its debt. It enters into derivative transactions only with top-rated financial institutions as a means of effectively eliminating related counterparty credit risk. Details of its hedging techniques, policies and methods of evaluating the effectiveness of using such derivatives are provided in the section on significant accounting policies.

The Group's policy is to conduct all derivatives transactions in accordance with internal rules and regulations. Derivatives are not used for any purpose other than hedging risks.

#### **Additional information on pricing of financial instruments**

The values of some financial instruments that do not have market prices are computed using mathematical formulae. The values of these instruments can fluctuate due to changes in the variables, initial conditions or underlying assumptions contained in such formulae.

## Items related to current value

Thousands of yen	2014			2015		
	Book value	Current value	Unrealized gain (loss)	Book value	Current value	Unrealized gain (loss)
Cash and deposits	1,911,584	1,911,584	-	1,777,329	1,777,329	-
Notes and accounts receivable - trade	3,486,281	3,486,281	-	3,554,255	3,554,255	-
Investment securities	60,054	60,054	-	59,415	59,415	-
Total assets	5,457,921	5,457,921	-	5,391,000	5,391,000	-
Accounts payable - trade	158,285	158,285	-	222,612	222,612	-
Accounts payable - other	188,396	188,396	-	123,846	123,846	-
Short-term borrowings	1,500,000	1,500,000	-	1,400,000	1,400,000	-
Current portion of long-term debt	1,238,000	1,240,070	2,070	1,259,000	1,260,961	1,961
Income taxes payable	59,701	59,701	-	130,816	130,816	-
Short-term leases	59,585	55,470	(4,114)	38,202	35,280	(2,922)
Long-term debt	2,510,500	2,519,043	8,543	3,156,500	3,169,067	12,567
Long-term leases	83,597	78,417	(5,180)	67,616	64,759	(2,856)
Total liabilities	5,798,066	5,799,383	1,317	6,398,595	6,407,344	8,749
Derivative transactions	(254)	(254)	-	1,540	1,540	-

Assets or liabilities arising from derivatives transactions are listed as net amounts, with net liabilities indicated by a negative figure.

### Methods of calculating current value

Cash and deposits; notes and accounts receivable - trade; income taxes receivable: book value

Investment securities: market value

Accounts payable - trade; accounts payable - other; short-term borrowings; Income taxes payable: book value

Current portion of long-term debt; long-term debt: discounting at the interest rate that would apply if the Company were to newly borrow the same amount of principal and interest. Interest rate swaps subject to special treatment procedures are accounted for as an inseparable part of the long-term debt that is being hedged; hence, its market value is included as a part of the market value of said long-term debt.

Short-term and long-term leases: the current value is calculated based on the aggregate value of principal and interest for the related liability, discounted at the rates applicable to newly transacted equivalent leases.

### Financial instruments with no easily ascertainable current value

Thousands of yen	2014	2015
Unlisted stocks	26,061	26,061

### Repayment schedule for receivables after accounting date

Thousands of yen	Up to 1 year	Greater than 1 and up to 5 years	Greater than 5 and up to 10 years	Greater than 10 years
<b>2015</b>				
Cash and deposits	1,777,329	-	-	-
Notes and accounts receivable - trade	3,554,255	-	-	-
	5,331,585	-	-	-
<b>2014</b>				
Cash and deposits	1,911,584	-	-	-
Notes and accounts receivable - trade	3,486,281	-	-	-
	5,397,866	-	-	-



## Market value of securities

### Other quoted securities

Thousands of yen	2014			2015		
	Book value	Cost of acquisition	Unrealized gain (loss)	Book value	Cost of acquisition	Unrealized gain (loss)
Securities valued on the consolidated balance sheet at amounts greater than the purchase cost						
Shares	60,054	34,805	25,249	59,415	34,805	24,610
	60,054	34,805	25,249	59,415	34,805	24,610
Securities valued on the consolidated balance sheet at amounts not greater than the purchase cost						
Shares	-	-	-	-	-	-
	-	-	-	-	-	-
	60,054	34,805	25,249	59,415	34,805	24,610

Because unlisted stocks (with a balance sheet value of 26,061 thousand yen) have no market value and are generally considered to be extremely difficult to value at any given time, they are not included in "other securities" above.

## Fixed assets

### Facilities

The Company maintains plants (techno-yards) in five locations in Japan. It also operates 16 domestic sales offices as well as the Saitama Logistics Center and the Ninomiya Training Center. It conducts research at its Hanno Laboratories.

The Company's principal facilities are as follows:

Book value; Thousands of yen	Buildings and structures	Machinery, vehicles and delivery equipment	Land		Lease assets	Others	Total book value	Number of employees
				Square meters				
Parent company								
Company administration								
Head office	180,577	239	1,636,000	283.91	69,762	15,578	1,902,157	97
Manufacture of dust and gas masks								
Sayama Techno-Yard	301,577	201,115	792,433	11,430.44	2,947	7,133	1,305,207	17
Gunma Techno-Yard	371,472	71,942	405,140	9,256.83	14,756	17,250	880,563	15
Tokorozawa Techno-Yard	59,778	4,444	177,214	1,915.55	8,258	3,711	253,408	11
Nakai Techno-Yard	100,141	261,623	325,449	1,434.94	1,486	12,445	701,145	8
Ranzan Techno-Yard	26,471	40,549	-	-	-	12	67,033	4
Research activities								
Hanno Laboratories	23,432	5,471	31,217	3,637.49	889	13,560	74,571	10
Distribution of dust and gas masks								
Saitama Logistics Center	83,347	2,110	1,242,116	21,336.07	327	2,194	1,330,096	4
Subsidiary								
Manufacture of dust and gas masks								
SIAM KOKEN LTD.	224,330	122,902	72,020	13,430.40	-	31,773	451,026	50

The Ranzan Techno-Yard occupies the same site as the Saitama Logistics Center. The land value for the site is shown under the Saitama Logistics Center.

## Fixed assets and depreciation

Thousands of yen	Beginning of term	Increase	Decrease	Depreciation Current	End of term	Depreciation Accumulated
<b>Tangible fixed assets</b>						
Buildings	1,260,579	19,586	0	103,083	1,177,082	2,552,182
Structures	18,013	1,830	-	4,442	15,401	209,246
Machinery and equipment	706,224	155,496	90,467	177,110	594,142	3,472,653
Vehicles and delivery equipment	0	-	-	-	0	1,249
Tools and fixtures	124,271	124,143	69,635	79,823	98,956	2,162,177
Land	4,740,386	1,025,394	-	-	5,765,781	-
Lease assets	78,547	20,802	-	44,410	54,940	156,020
Construction in progress	140,924	1,251,784	1,335,484	-	57,224	-
	7,068,948	2,599,038	1,495,587	408,870	7,763,528	8,553,529
<b>Intangible fixed assets</b>						
Patents	26,264	6,010	-	6,833	25,441	-
Telephone subscription rights	9,423	-	-	-	9,423	-
Leaseholds	1,057	-	-	-	1,057	-
Software	2,942	5,552	-	1,927	6,567	-
Lease assets	55,562	3,885	-	15,960	43,487	-
	95,250	15,447	-	24,721	85,977	-

## Debt

### Borrowings

Thousands of yen	Previous period	Outstanding	Average rate	Maturity
Short-term borrowings	1,500,000	1,400,000	0.73%	-
Current portion of long-term debt	1,238,000	1,259,000	1.01%	-
Current portion of leasing-related liabilities	59,585	38,202	-	-
Long-term debt (except current portion of long-term debt)	2,510,500	3,156,500	0.92%	2017 to 2025
Leasing-related liabilities (except current portion of leasing-related liabilities)	83,597	67,616	-	2017 to 2020
Other interest-bearing liabilities	-	-	-	-
	5,391,683	5,921,319	-	-

1. Average rates for borrowing shown in the table above are weighted averages of rates paid on loans outstanding as of term-end.

2. Amounts of long-term debt and other debt (excluding debt due in less than one year) scheduled to be repaid over the 5-year period subsequent to the balance sheet date are as follows:

Thousands of yen	Longer than 1 and up to 2 years	Longer than 2 and up to 3 years	Longer than 3 and up to 4 years	Longer than 4 and up to 5 years
Long-term debt	959,500	662,000	390,000	830,000
Leasing-related liabilities	31,157	23,544	12,779	134

## Assets provided as collateral

Thousands of yen	2014	2015
<b>Assets provided as collateral</b>		
Buildings	750,177	713,247
Land	2,996,037	4,021,432
	3,746,214	4,734,679
<b>Liabilities for which collateral is provided</b>		
Short-term borrowings	-	1,400,000
Long-term debt	3,178,500	3,969,500
	3,178,500	5,369,500

## Retirement benefits

### Outline of retirement benefit system

The Company operates a defined-contribution pension plan for employees.

### Matters related to retirement benefit expenses

Thousands of yen	2014	2015
Expenses related to defined-contribution pension plan	86,667	87,176

## Reserves

Thousands of yen	Beginning of term	Increase	Decrease	End of term
Allowance for doubtful accounts	8,000	8,000	8,000	8,000
Provision for bonuses	146,000	174,000	146,000	174,000
Provision for directors' and corporate auditors' bonuses	14,450	20,250	14,450	20,250
Directors' and corporate auditors' retirement benefits	510,100	32,800	38,900	504,000

## Related Parties

### Transactions with related parties: Directors and major independent shareholders

Directors and major individual shareholders

December 31; Thousands of yen	Address	Capital	Type of business or occupation	% of voting rights held (held by others)	Relationship with related party	Type of transaction	Value of transactions	Accounting classification	Balance at term-end
<b>2015</b>									
<b>Companies in which a major shareholder or close relative has unshared decision-making authority over more than half the voting rights</b>									
Sakai Tatemono Ltd.	Chiyoda-ku, Tokyo	228,000	Real estate leasing, Insurance agency business	Owned 3.27	Building leasing Interlocking directors	Payment of rental expenses	39,407	Accounts payable - other	1,544
								Others (Current assets)	2,272
<b>2014</b>									
<b>Companies in which a major shareholder or close relative has unshared decision-making authority over more than half the voting rights</b>									
Sakai Tatemono Ltd.	Chiyoda-ku, Tokyo	228,000	Real estate leasing, Insurance agency business	Owned 3.28	Building leasing Interlocking directors	Payment of rental expenses	39,095	Accounts payable - other	1,632
								Others (Current assets)	2,272

## Accounting Policies

### Summary of accounting policies – consolidated

<b>Basis of presentation</b>	Japanese GAAP; consolidated
<b>Marketable securities and investments in securities</b>	<p>Other securities:</p> <p>Quoted securities: current value method based on average market prices in the month prior to the end of the fiscal year (by which all valuation differences are credited directly to net assets, with the cost of securities sold calculated in accordance with the moving-average method)</p> <p>Unquoted securities: valued at cost using the moving-average method</p>
<b>Inventories</b>	<p>Finished goods, work in process: cost method computed on a periodic-average basis (method by which the book value is reduced based on declines in the profitability of inventories shown on the balance sheet)</p> <p>Merchandise, raw materials: cost method using the moving-average method (method by which the book value is reduced based on declines in the profitability of inventories shown on the balance sheet)</p> <p>Supplies: cost method using the final-purchase-cost method (method by which the book value is reduced based on declines in the profitability of inventories shown on the balance sheet)</p>
<b>Depreciation</b>	<p>Tangible fixed assets (excluding lease assets): declining-balance method (parent company) and straight-line method (consolidated subsidiary)</p> <p>Intangible fixed assets: straight-line method</p> <p>Software for internal use is amortized on a straight-line basis (based on the length of useful in-house life).</p> <p>Lease assets: lease terms for years of useful life are employed, assuming a residual value of zero; depreciation is assumed to be on a straight-line basis.</p>
<b>Allowance for doubtful accounts</b>	The Company recognizes an amount calculated on the basis of a historical bad debt ratio for general accounts receivable, plus an amount for specific accounts for which collection appears doubtful.
<b>Provision for bonuses</b>	An amount is reserved based on estimated payments to employees.
<b>Directors' and corporate auditors' retirement benefits</b>	An amount that must be paid at term-end is reserved in accordance with the Company rules.
<b>Provision for directors' and corporate auditors' bonuses</b>	An amount is reserved based on estimated payments to directors and corporate auditors.

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**Significant hedge accounting methods**
**Method of accounting for hedges:**

Hedge accounting is conducted a deferred basis.

Hedging is limited to interest-rate swaps and currency forwards. Interest rate swaps are undertaken only in exceptional circumstances. Currency forwards use the exchange rates defined in the related hedging contract.

**Hedging instruments and risks being hedged:**

A: Hedging instruments: interest rate swaps

Risks being hedged: loans payable

B: Hedging instruments: currency forwards

Risks being hedged: foreign currency-denominated transactions and related trade payables/receivables

**Hedging policy:**

Derivatives transactions are used to hedge risks due to fluctuations in interest rates and exchange rates. Such transactions are managed in accordance with internally stipulated regulations.

**Method of evaluating the effectiveness of hedging:**

The effectiveness of individual hedging instruments is evaluated by comparing the difference in proportional terms between the movement in market value or related cumulative cash flows of the risk being hedged with the corresponding figures for the hedging instrument. The effectiveness of hedging based on the use of interest-rate swaps is not evaluated, since these hedges are used only in exceptional circumstances. The effectiveness of hedging using currency forwards is not evaluated, since such transactions are conducted at exchange rates as defined in the related hedging contract.

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**Opinion of independent auditors**

Auditors: A&A Partners

Opinion: unqualified

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## Share-related Information

### Shares in issue

<b>Class of shares</b>	Common
<b>Number of shares authorized</b>	20,000,000
<b>Issued</b>	
As of December 31, 2015	5,104,003
As of March 15, 2016	5,104,003
<b>Stock exchange listings</b>	JASDAQ-TSE (Standard)
<b>Comments</b>	Trading unit 100-share min.

### Changes in common stock and number of shares outstanding

	Shares outstanding		Common stock		Additional paid-in capital		Remarks
	Increase or decrease	Balance	Increase or decrease	Balance	Increase or decrease	Balance	
	(Shares)		(Thousands of yen)		(Thousands of yen)		
December 31, 1999	4,611	5,104,003	2,254	674,265	2,246	527,936	Conversion of convertible bonds

### Shareholders by type of investor

Type of investor	Number of shareholders	Units owned (100 shares)	% owned
National and local government agencies	-	-	-
Financial institutions	8	6,489	12.72
Securities companies	23	862	1.69
Business and other corporations	23	5,921	11.61
Non-residents - institutions and corporations	6	86	0.17
Non-residents - individuals	1	1	0.00
Individuals and others	2,568	37,655	73.81
	2,629	51,014	100
Shares less than one unit	-	2,603	-

## Largest shareholders

Name	Thousands of shares owned	% of shares outstanding
Masakazu Sakai	656	12.85
Hiroyuki Sakai	624	12.23
Sakai CHS Foundation	400	7.84
Resona Bank	244	4.79
Kaori Sakai	229	4.50
Rie Sakai	229	4.50
Mizuho Bank	227	4.47
Miho Kuboi	226	4.43
Haruna Sakai	226	4.43
Sakai Tatemono Ltd.	166	3.26
	3,229	63.28

## Share information

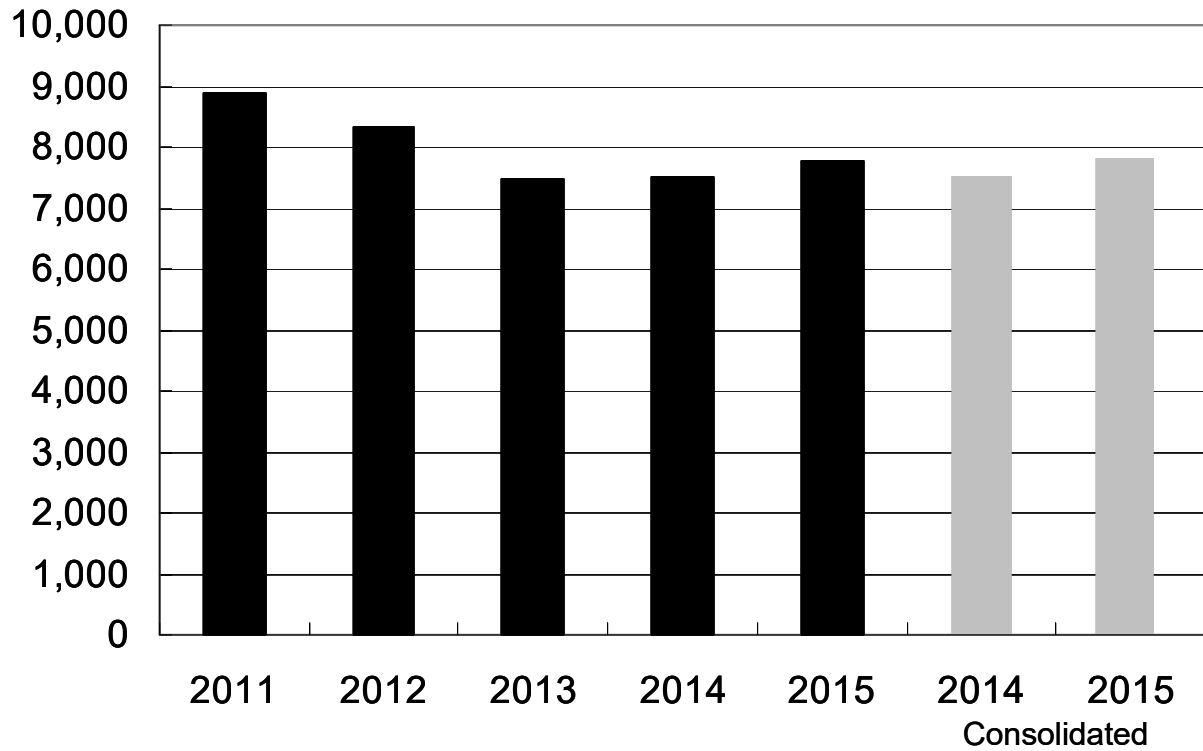
<b>Business year</b>	January 1 to December 31
<b>Ex-rights date</b>	December 31
<b>Date of record for dividends</b>	June 30 and December 31
<b>Annual General Meeting of Shareholders</b>	March
<b>Trading unit</b>	100 shares
<b>Transfer agent</b>	Mitsubishi UFJ Trust & Banking, 1-4-5, Marunouchi, Chiyoda-ku, Tokyo
<b>Publication of record</b>	The Company's method of public notice shall be by electronic means. In the event of an accident or other unavoidable circumstance, notices shall be published in <i>The Nihon Keizai Shimbun</i> . The address of the Company's website is as follows: <a href="http://www.koken-ltd.co.jp/">http://www.koken-ltd.co.jp/</a>



## Performance in Graphs

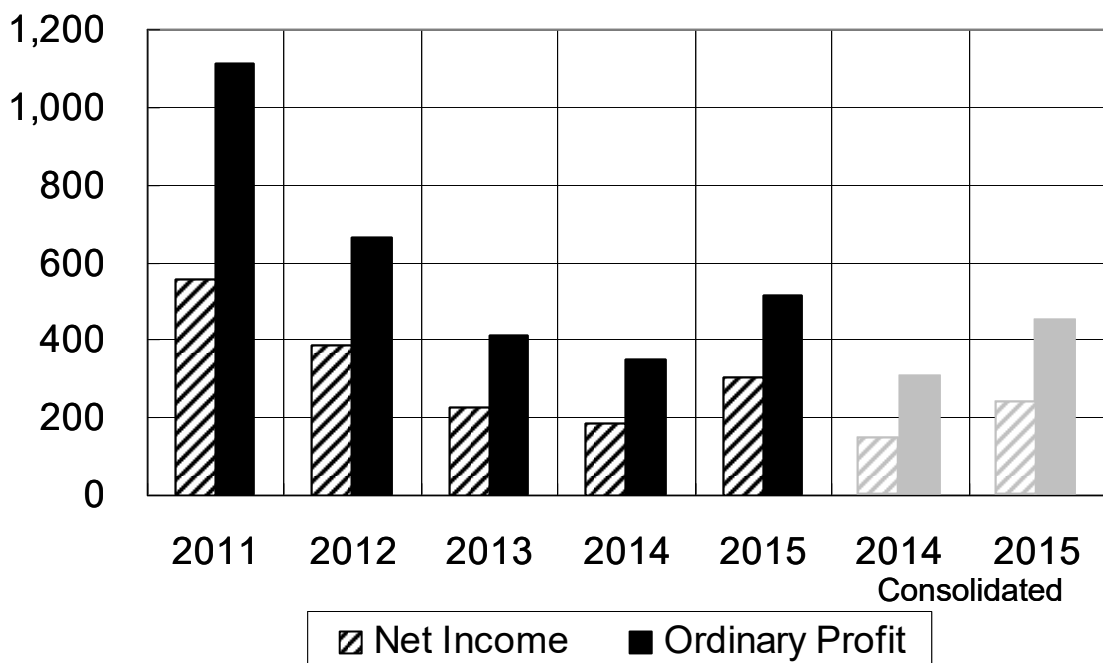
### Net Sales

Millions of Yen

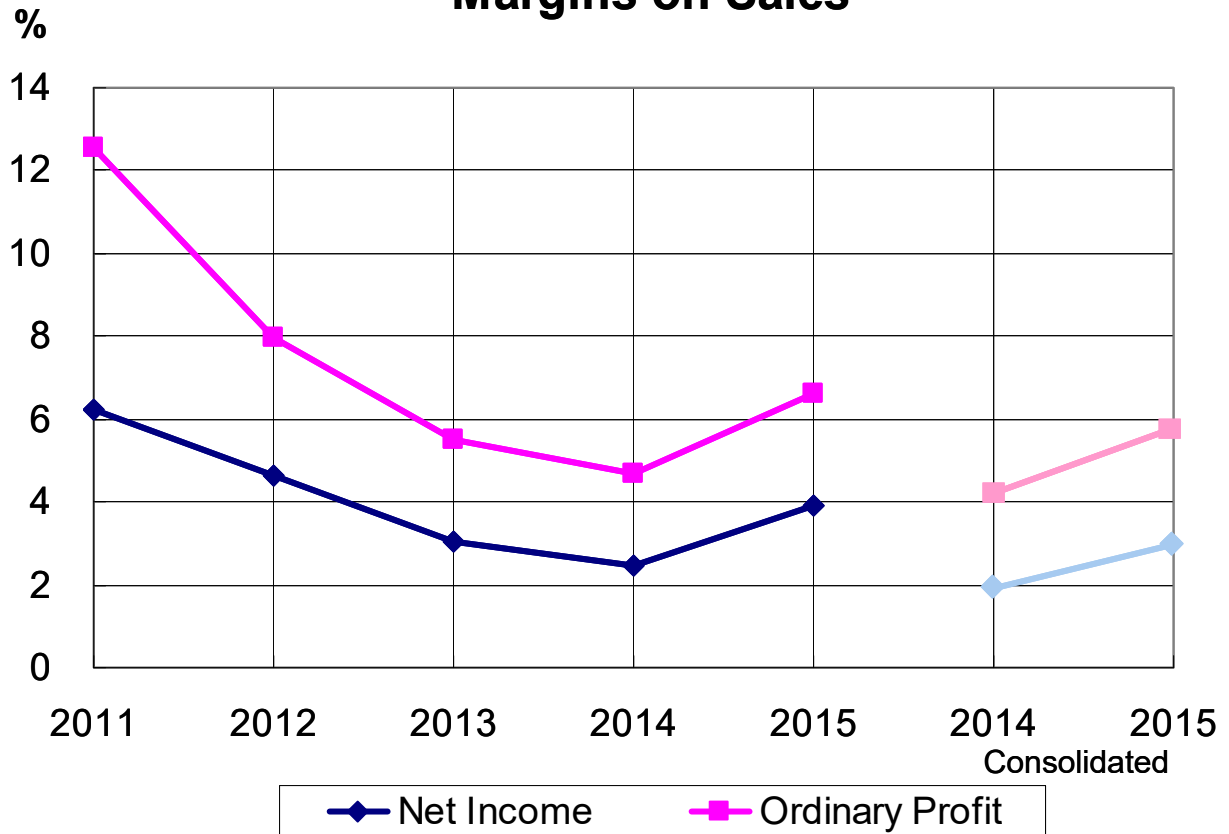


### Net Income and Ordinary Profit

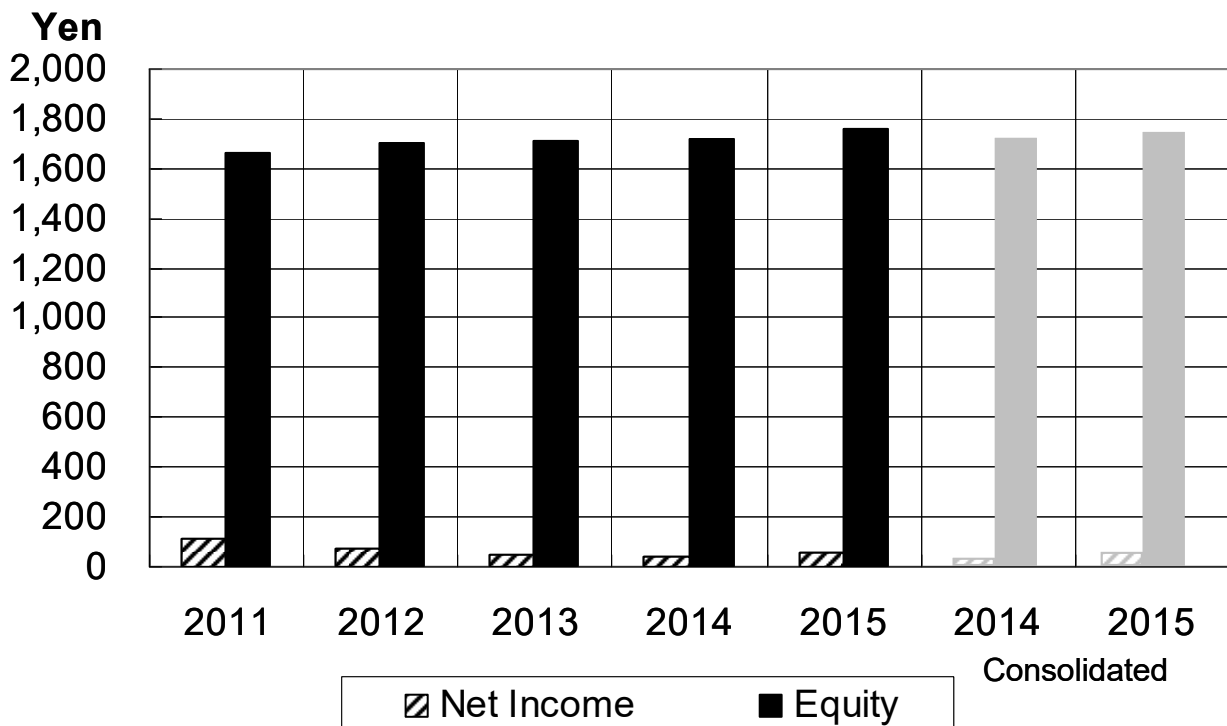
Millions of Yen



## Margins on Sales

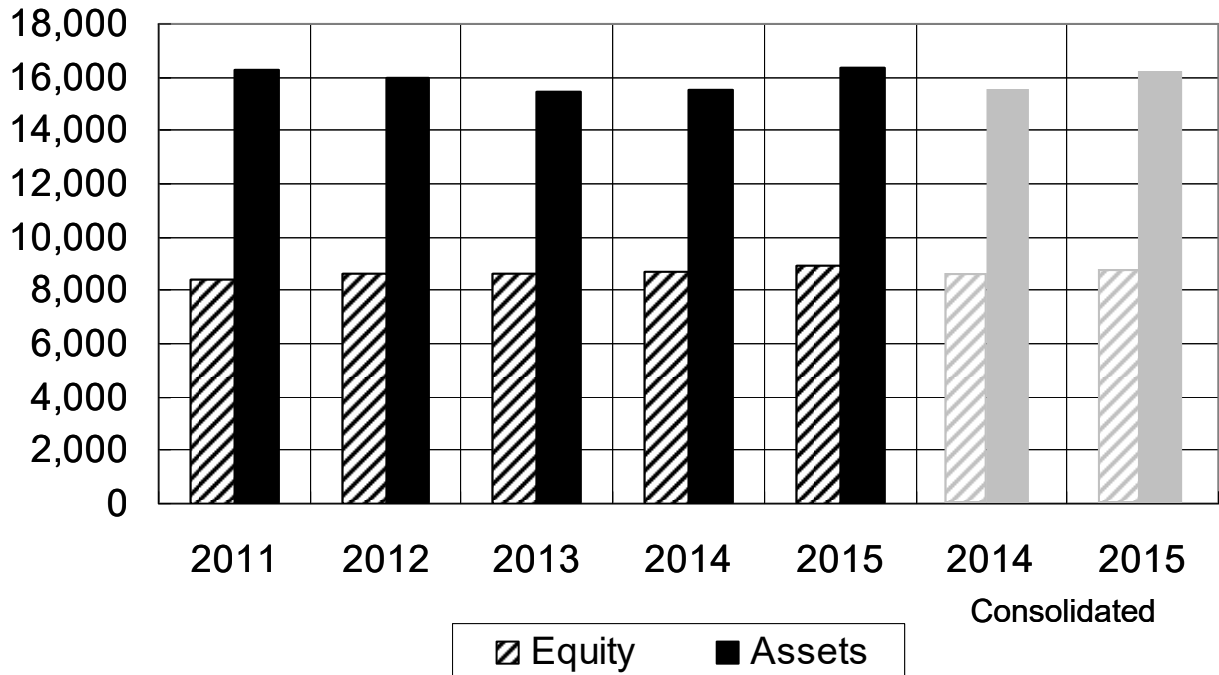


## Per Share

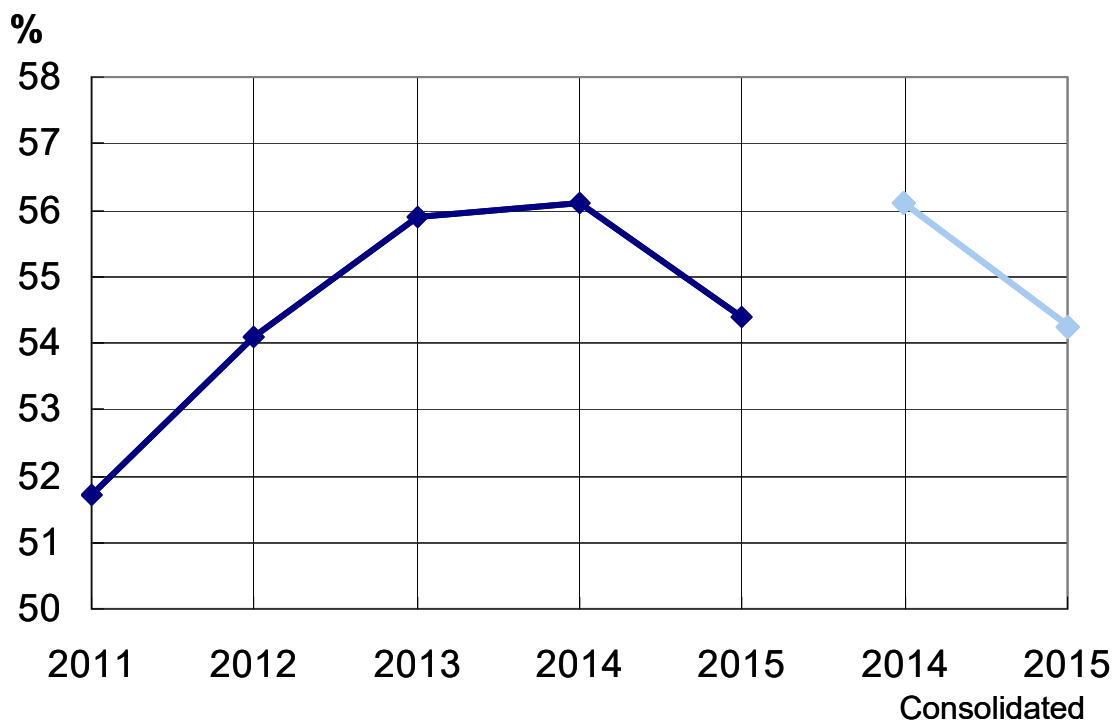


## Equity and Assets

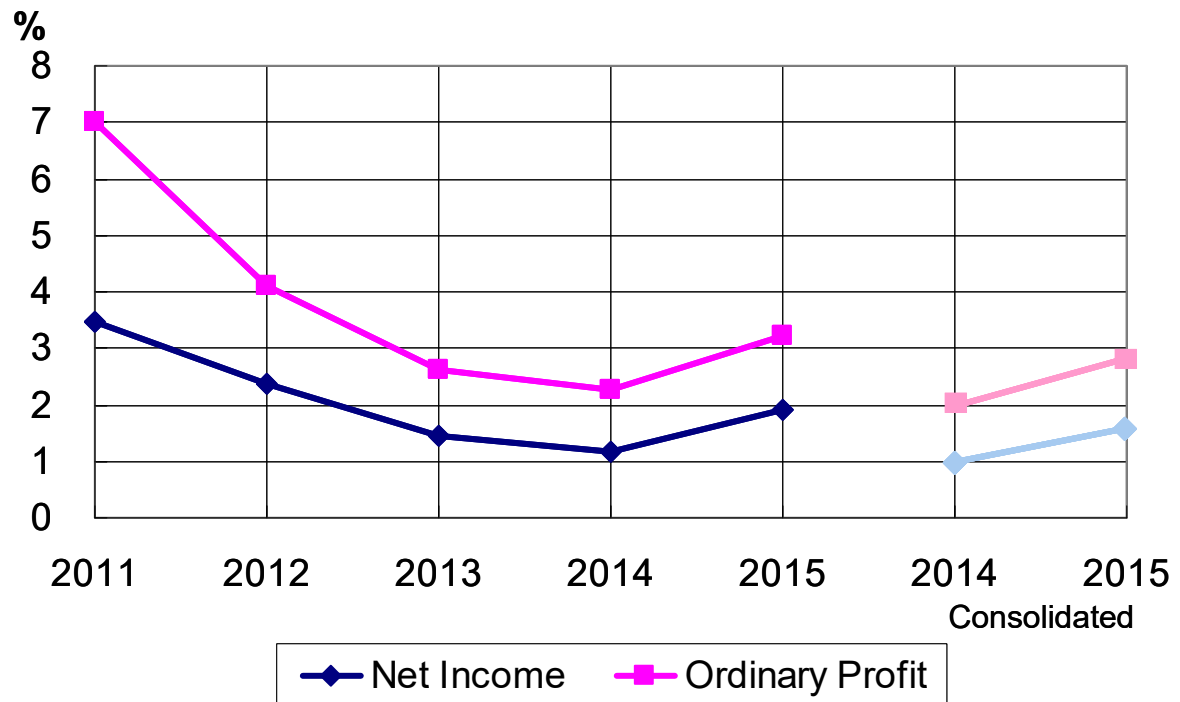
Millions of Yen



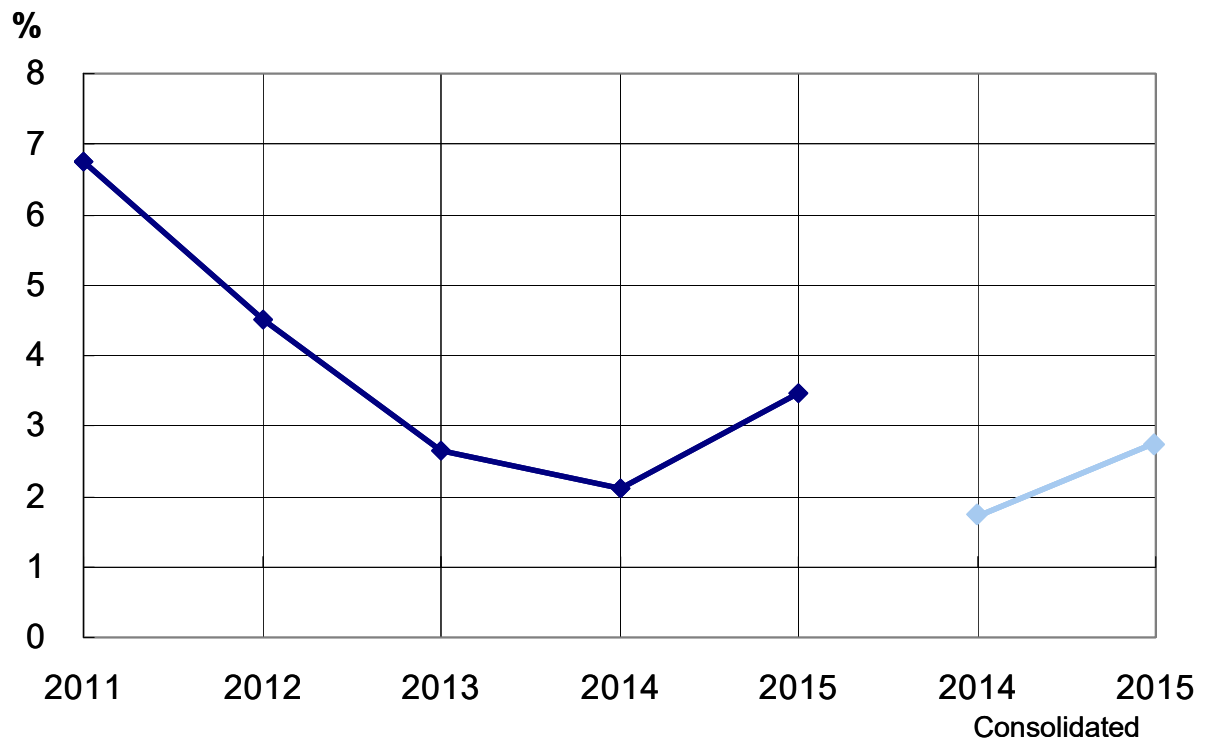
## Equity / Assets



## Return on Assets



## Return on Equity



## **Contact**

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Accounting Department  
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