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OS AA01

Statement of details of parent law and other
information for an overseas company



Companies House

☒ **What this form is for**
You may use this form to
accompany your accounts
disclosed under parent law

☐ **What this form is NOT for**
You cannot use this form to
an alteration of manner of c
with accounting requirement



A17
24/01/2017 #235
COMPANIES HOUSE

Part 1 Corporate company name

Corporate name of
overseas company ① OKAMURA CORPORATION

UK establishment
number B R 0 1 0 1 2 9

FC028521

→ **Filling in this form**
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

① This is the name of the company in
its home state

**Part 2 Statement of details of parent law and other
information for an overseas company**

A1 Legislation

Please give the legislation under which the accounts have been prepared and,
if applicable, the legislation under which the accounts have been audited

Legislation ② COMPANIES ACT 2006 (JAPAN)

② This means the relevant rules or
legislation which regulates the
preparation and, if applicable, the
audit of accounts

A2 Accounting principles

Accounts Have the accounts been prepared in accordance with a set of generally accepted
accounting principles?

Please tick the appropriate box

☐ **No** Go to Section A3

☒ **Yes** Please enter the name of the organisation or other
body which issued those principles below, and then go to Section A3

Name of organisation
or body ③ ACCOUNTING STANDARDS BOARD OF JAPAN

③ Please insert the name of the
appropriate accounting organisation
or body

A3 Accounts

Accounts Have the accounts been audited? Please tick the appropriate box

☐ **No** Go to Section A5

☒ **Yes** Go to Section A4

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A4 Audited accounts		
Audited accounts	Have the accounts been audited in accordance with a set of generally accepted auditing standards? Please tick the appropriate box ☐ No Go to Part 3 'Signature' ☒ Yes Please enter the name of the organisation or other body which issued those standards below, and then go to Part 3 'Signature'	① Please insert the name of the appropriate accounting organisation or body
Name of organisation or body ①	JAPANESE INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS	
A5 Unaudited accounts		
Unaudited accounts	Is the company required to have its accounts audited? Please tick the appropriate box ☐ No ☐ Yes	
Part 3 Signature		
	I am signing this form on behalf of the overseas company	
Signature	Signature  X X	
	This form may be signed by Director, Secretary, Permanent representative	

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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **TERRY FUJIOKA**

Company name **TFC LEGAL**

Address **CITY TOWER**

40 BASINGHALL STREET

Post town **LONDON**

County/Region

Postcode **E C 2 V 5 D E**

Country **UK**

DX

Telephone **02076145830**



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The company name and, if appropriate, the registered number, match the information held on the public Register
- ☐ You have completed all sections of the form, if appropriate
- ☐ You have signed the form



Important information

Please note that all this information will appear on the public record



Where to send

You may return this form to any Companies House address

England and Wales

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

Scotland

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

Northern Ireland

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

OKAMURA CORPORATION
CONSOLIDATED STATEMENTS OF INCOME
YEARS ENDED MARCH 31, 2011 AND 2012

	Millions of yen	
	<u>2011</u>	<u>2012</u>
Net sales	169,294	187,879
Cost of sales	118,932	130,331
Gross profit	<u>50,362</u>	<u>57,548</u>
Selling, general and administrative expenses		
Selling expenses	2,111	2,102
Packaging and transportation expenses	7,489	8,676
Salary and allowance	16,397	16,216
Provision of reserve for bonus	563	1,781
Retirement benefit expenses	1,056	1,084
Depreciation expenses	1,631	1,585
Rental expenses	6,292	6,195
Other selling expenses	12,422	13,119
Total selling, general and administrative expenses	<u>47,962</u>	<u>50,761</u>
Operating income	<u>2,399</u>	<u>6,786</u>
Non-operating income		
Interest income	34	40
Dividends income	358	419
Goodwill amortization	198	198
Investment gain on equity method	-	89
Other non-operating income	443	502
Total non-operating income	<u>1,034</u>	<u>1,249</u>
Non-operating loss		
Interest paid	574	504
Loss on sales of fixed assets	-	129
Other non-operating loss	310	319
Total non-operating loss	<u>884</u>	<u>953</u>
Ordinary income	<u>2,549</u>	<u>7,082</u>
Extraordinary income		
Gain on sale of fixed assets	175	-
Gain on sale of investment securities	2	-
Total extraordinary income	<u>177</u>	<u>-</u>
Extraordinary loss		
Loss on sale of fixed assets	144	
Loss on sale of investment securities	81	89
Loss on disaster	1,192	-
Other extraordinary loss	133	7
Total extraordinary loss	<u>1,551</u>	<u>97</u>
Income before income taxes	<u>1,175</u>	<u>6,984</u>
Income taxes	1,117	4,342
Income taxes adjustment	-68	-1,151
Total income taxes	<u>1,048</u>	<u>3,190</u>
Income before minority interests	<u>126</u>	<u>3,794</u>
Minority interests in net income of consolidated subsidiaries	<u>-477</u>	<u>-65</u>
Net income	<u>604</u>	<u>3,860</u>

LIABILITIES	Millions of yen	
	2011	2012
Current liabilities		
Notes payable and trade account payables	34,083	30,143
Electronic recorded liabilities	893	8,403
Short-term bank loan	8,904	6,786
Long-term debt due within one year	3,847	2,906
Income tax payable	930	4,051
Consumption taxes payable	82	642
Accrued bonuses	899	2,643
Accrued for disaster loss	113	-
Deferred income taxes	-	2
Other current liabilities	2,654	3,697
Total current liabilities	52,410	59,277
Fixed liabilities		
Corporate bond	10,000	10,000
Long-term debt	6,179	7,345
Deferred income taxes	732	514
Accrued employees retirement benefit	12,533	12,411
Other fixed liabilities	3,350	3,210
Total fixed liabilities	32,796	33,482
Total liabilities	85,206	92,759
Net assets		
Capital stock		
Capital	18,670	18,670
Capital surplus	16,759	16,759
Retained earnings	41,903	44,797
Treasury stock	-2,369	-2,377
Total capital stock	74,964	77,851
Other comprehensive income		
Net unrealized holding gains on securities	1,903	2,299
Foreign currency transaction adjustments	-337	-407
Total other comprehensive income	1,565	1,891
Minority interests	108	176
Total net assets	76,638	79,918
Total liabilities and net assets	161,845	172,678

OKAMURA CORPORATION
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
YEARS ENDED MARCH 31, 2011 AND 2012

	Millions of yen	
	<u>2011</u>	<u>2012</u>
Income before minority interests	126	3,794
Other comprehensive income		
Other investment securities income/loss	-967	401
Foreign currency transaction adjustment	-25	-14
Equity amount against equity method affiliates	45	-60
Other comprehensive income	<u>-948</u>	<u>325</u>
Comprehensive income	-821	4,119
(Breakdown)		
Comprehensive income related to the parent company	-343	4,185
Comprehensive income related to the minority interests	-477	-65

OKAMURA CORPORATION
CONSOLIDATED STATEMENT OF CHANGES IN CAPITAL STOCK
YEARS ENDED MARCH 31, 2011 AND 2012

	Millions of yen	
	<u>2011</u>	<u>2012</u>
Capital stock		
Capital		
Balance at beginning of the year	18,670	18,670
Changes during the year		
Total Changes during the year	-	-
Balance at end of the year	<u>18,670</u>	<u>18,670</u>
Capital surplus		
Balance at beginning of the year	16,759	16,759
Changes during the year		
Total changes during the year	-	-
Balance at end of the year	<u>16,759</u>	<u>16,759</u>
Earned surplus		
Balance at beginning of the year	42,126	41,903
Changes during the year		
Cash dividends paid	-827	-965
Net income	604	3,860
Total changes during the year	<u>-223</u>	<u>2,864</u>
Balance at end of the year	<u>41,903</u>	<u>44,797</u>
Treasury stock		
Balance at beginning of the year	-2,362	-2,369
Changes during the year		
Acquisition of treasury stock	-7	-7
Total changes during the year	<u>-7</u>	<u>-7</u>
Balance at end of the year	<u>-2,369</u>	<u>-2,377</u>
Total capital stock		
Balance at beginning of the year	75,194	74,964
Changes during the year		
Cash dividends paid	-827	-965
Net income	604	3,860
Acquisition of treasury stock	-7	-7
Total changes during the year	<u>-230</u>	<u>2,886</u>
Balance at end of the year	<u>74,964</u>	<u>77,851</u>

	Millions of yen	
	2011	2012
Other comprehensive income		
Net unrealized holding gains on securities		
Balance at beginning of the year	2,811	1,903
Changes during the year		
Net changes during the year except capital stock	-908	395
Total changes during the year	-908	395
Balance at end of the year	1,903	2,299
Foreign currency transaction adjustments		
Balance at beginning of the year	-297	-337
Changes during the year		
Net changes during the year except capital stock	-39	-70
Total changes during the year	-39	-70
Balance at end of the year	-337	-407
Total other comprehensive income		
Balance at beginning of the year	2,513	1,565
Changes during the year		
Net changes during the year except capital stock	-948	325
Total changes during the year	-948	325
Balance at end of the year	1,565	1,891
Minority interests		
Balance at beginning of the year	586	108
Changes during the year		
Net changes during the year except capital stock	-477	67
Total changes during the year	-477	67
Balance at end of the year	108	176
Total net assets		
Balance at beginning of the year	78,294	76,638
Changes during the year		
Cash dividends paid	-827	-965
Net income	604	3,860
Acquisition of treasury stock	-7	-7
Net changes during the year except capital stock	-1,425	393
Total changes during the year	-1,656	3,279
Balance at end of the year	76,638	79,918

OKAMURA CORPORATION
CONSOLIDATED STATEMENT OF CASH FLOWS
YEARS ENDED MARCH 31, 2011 AND 2012

	Millions of yen	
	2011	2012
Cash flows from operating activities		
Income before income taxes	1,175	6,984
Adjustments to reconcile income taxes to net cash provides by operating activities		
Depreciation	4,743	4,400
Goodwill amortization	-198	-198
(Gain) Loss on sale of fixed assets (Minus means gain)	-30	125
Investment profit on equity method (Minus means gain)	70	-89
(Increase) Decrease of allowance for doubtful debts (Minus means decrease)	-6	-16
(Increase) Decrease of allowance for bonus (Minus means decrease)	-7	1,743
(Increase) Decrease of accrued employees retirement benefit (Minus means decrease)	242	-291
Interest and dividends income	-392	-459
Interest expenses	574	504
(Gain) Loss on sale of investment securities (Minus means gain)	6	1
(Gain) Loss on devaluation of investment securities (Minus means gain)	81	89
(Increase)Decrease in notes and accounts receivable-trade (Minus means increase)	-372	-9,444
(Increase)Decrease in inventories (Minus means increase)	-1,196	50
(Increase)Decrease in notes and accounts payable-trade (Minus means decrease)	5,477	3,342
Other	661	1,646
Sub total	10,829	8,390
Interest and dividends received	399	477
Interest expenses paid	-582	-505
Income taxes paid	-829	-1,342
Net cash provided by operating activities	9,818	7,020
Cash flows from investing activities		
Deposit of time deposit	-1,775	-1,923
Withdrawal of time deposit	2,573	2,682
Payment for purchase of tangible fixed assets	-1,830	-2,114
Proceeds from sale of tangible fixed assets	217	11
Payment for purchase of intangible fixed assets	-446	-714
Payment for purchase of investment securities	-2,072	-1,133
Proceeds from sale of investment securities	47	807
Other	-136	13
Net cash used in investing activities	-3,422	-2,372

	Millions of yen	
	<u>2011</u>	<u>2012</u>
Cash flows from financing activities		
Increase (Decrease) in short-term bank loans	-904	-2,118
(Minus means decrease)		
Proceeds from long-term debt	1,350	4,070
Repayments of long-term debt	-2,412	-3,844
Proceeds from new issue of corporate bond	5,000	-
Repayments of corporate bond	-5,000	-
Proceeds from acquisition of treasury stock	-4	-5
Cash dividends paid	-829	-966
Other	-102	47
Net cash provided by financing activities	<u>-2,903</u>	<u>-2,816</u>
Effect of exchange rate changes on cash and cash equivalents	-31	-14
Increase (decrease) in cash and cash equivalents	<u>3,459</u>	<u>1,817</u>
(Minus means decrease)		
Cash and cash equivalents at beginning of year	<u>20,902</u>	<u>24,361</u>
Cash and cash equivalents at end of year	<u>24,361</u>	<u>26,179</u>

Independent Auditor's Report on the Financial Statements
and
Internal Control Over Financial Reporting

28 June 2012

To the Board of Directors of Okamura Corporation

KPMG AZSA LLC

Tsuneoki Oku (Seal)
Designated Limited Liability Partner
Engagement Partner
Certified Public Accountant

Naoshi Yamaguchi (Seal)
Designated Limited Liability Partner
Engagement Partner
Certified Public Accountant

Hiroyuki Nakamura (Seal)
Designated Limited Liability Partner
Engagement Partner
Certified Public Accountant

Financial Statement Audit

We have audited the accompanying consolidated financial statements of Okamura Corporation and its consolidated subsidiaries provided in the "Financial Information" section in the company's Annual Report, which comprise the consolidated balance sheet as at 31 March 2012 and the consolidated statement of income and comprehensive income, statement of changes in net assets and statement of cash flows for the year then ended, and a summary of significant accounting policies, other explanatory information and supplementary schedules, in accordance with Article 193-2(1) of the Financial Instruments and Exchange Law of Japan

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatements, whether due to fraud or error

Auditor's Responsibility

Our responsibility is to independently express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in Japan. Those standards require that we perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our

judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, while the objective of the financial statement audit is not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Okamura Corporation and its consolidated subsidiaries as at 31 March 2012, and their financial performance and cash flows for the year then ended in accordance with accounting principles generally accepted in Japan.

Internal Control Audit

We also have audited the accompanying internal control report of Okamura Corporation as at 31 March 2012, in accordance with Article 193-2(2) of the Financial Instruments and Exchange Law of Japan.

Management's Responsibility for the Internal Control Report

Management is responsible for the design and operation of internal control over financial reporting and the preparation and fair presentation of the internal control report in accordance with assessment standards for internal control over financial reporting generally accepted in Japan. Internal control over financial reporting may not completely prevent or detect financial statement misstatements.

Auditor's Responsibility

Our responsibility is to independently express an opinion on the internal control report based on our internal control audit. We conducted our internal control audit in accordance with auditing standards for internal control over financial reporting generally accepted in Japan. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the internal control report is free from material misstatement.

An internal control audit involves performing procedures to obtain audit evidence about the assessment of internal control over financial reporting in the internal control report. The procedures selected depend on the auditor's judgement, including significance of effect on the reliability of financial reporting. Also, an internal control audit includes evaluating the appropriateness of the scope, procedures and result of the assessment determined and presented by management, and the overall internal control report presentation.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the internal control report, in which Okamura Corporation states that internal

control over financial reporting was effective as at 31 March 2012, presents fairly, in all material respects, the assessment of internal control over financial reporting in accordance with assessment standards for internal control over financial reporting generally accepted in Japan.

Other Matter

Our firm and engagement partners have no interest in the Company which should be disclosed pursuant to the provisions of the Certified Public Accountants Law of Japan

OKAMURA CORPORATION
CONSOLIDATED BALANCE SHEETS
MARCH 31, 2011 AND 2012

	Millions of yen	
ASSETS	<u>2011</u>	<u>2012</u>
Current assets :		
Cash	26,593	27,652
Trade receivables	43,452	52,897
Investment securities	322	531
Product inventories	9,218	8,855
Material in process	1,163	1,285
Raw materials	2,335	2,526
Deferred income taxes	792	1,864
Other current assets	1,557	1,795
Allowance for doubtful debts	-34	-22
Total current assets	<u>85,401</u>	<u>97,384</u>
Fixed assets		
Property, plant and equipment		
Buildings and structures (net value)	14,565	13,573
Machinery and equipment (net value)	6,231	5,649
Land	22,524	22,510
Construction in progress	43	348
Other fixed assets	1,407	1,341
Total property, plant and equipment	<u>44,773</u>	<u>43,423</u>
Intangible fixed assets		
Goodwill	1,390	1,103
Other intangible fixed assets	2,087	2,152
Total intangible fixed assets	<u>3,477</u>	<u>3,255</u>
Investment and other assets		
Investment securities	18,967	19,566
Prepaid pension cost	2,723	2,892
Lease deposits	3,894	3,765
Deferred income taxes	1,650	1,548
Other non-current assets	1,011	891
Allowance for doubtful debts	-54	-50
Total investment and other assets	<u>28,192</u>	<u>28,613</u>
Total fixed assets	<u>76,443</u>	<u>75,293</u>
TOTAL ASSETS	161,845	172,678