000411 - 140

In accordance with Regulation 32 of the Overseas Companies Regulations 2009

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 re an alteration of manner of co with accounting requirements

TUESDAY

A5YTQ7VS
A17 24/01/2017 #238
COMPANIES HOUSE

Part 1 Corporate company name

Corporate name of overseas company ❶	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 *

❶ 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 ❷	COMPANIES ACT 2006 (JAPAN)

❷ 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 ❸	ACCOUNTING STANDARDS BOARD OF JAPAN

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

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'**

Name of organisation or body ❶

JAPANESE INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS

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

A5 Unaudited accounts

Unaudited accounts

Is the company required to have its accounts audited?

Please tick the appropriate box

☐ **No**

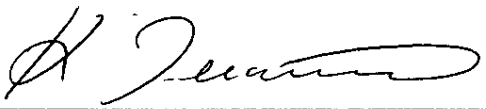
☐ **Yes**

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

OS AA01

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

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

1 【Consolidated Financial Statements etc 】
(1) 【Consolidated Financial Statements】
① 【Consolidated Balance Sheets】

(Units millions of yen)

	Preceding consolidated fiscal year (31 March 2014)	This consolidated fiscal year (31 March 2015)
ASSETS		
Current assets		
Cash	26,545	24,021
Trade receivables	55,281	60 898
Investment securities	331	21
Product inventories	8,851	10,163
Material in process	1,491	1,625
Raw materials	3,708	3,954
Deferred income taxes	1,899	1,896
Other current assets	1,927	2,696
Allowance for doubtful debts	-28	-30
Total current assets	100,008	105,247
Fixed assets		
Property plant and equipment		
Buildings and structures (net value)	13,221	15,380
Machinery and equipment (net value)	8,102	8,975
Land	23,522	23,522
Construction in progress	1,996	97
Other fixed assets (net value)	1,629	2,260
Total property, plant and equipment	48,471	50 237
Intangible fixed assets		
Goodwill	1,292	401
Other intangible fixed assets	3,595	4,645
Total intangible fixed assets	4,887	5,046
Investments and other assets		
Investment securities	26,154	32,773
Assets related to retirement benefits	5,136	6,808
Lease deposits	3,766	3,990
Deferred income taxes	1,505	1,542
Other noncurrent assets	1,008	1,841
Allowance for doubtful debts	-26	-98
Total investments and other assets	37,545	46,856
Total fixed assets	90,905	102,140
Total assets	190,913	207,387

(Units millions of yen)

	Preceding consolidated fiscal year (31 March 2014)	This consolidated fiscal year (31 March 2015)
LIABILITIES		
Current liabilities		
Notes payable and trade account payables	31,361	34,209
Electronically recorded liabilities	11,051	11,123
Short-term bank loans	6 289	6,102
Long-term debt due within one year	1 085	3,126
Corporate bond due within one year	5 000	-
Income taxes payable	3,134	2,311
Consumption taxes payable	475	1,399
Accrued bonuses	3,244	3 250
Other current liabilities	3,999	4,394
Total current liabilities	65,641	65,919
Fixed liabilities		
Corporate bonds	5,000	10 000
Long-term debt	7,988	5,059
Liabilities related to retirement benefits	13,427	13 701
Deferred income taxes	2,333	4,547
Other fixed liabilities	3,293	4,615
Total fixed liabilities	32,043	37,923
Total liabilities	97,684	103,843
NET ASSETS		
Capital stock		
Capital	18,670	18 670
Capital surplus	16,759	16,759
Retained earnings	53,532	58,365
Treasury stock	-2,405	-2 413
Total capital stock	86,557	91,382
Other comprehensive income		
Net unrealized holding gains on securities	5,957	10,308
Foreign currency transaction adjustments	186	522
Cumulative adjustments related to retirement benefits	152	965
Total other comprehensive income	6 295	11,796
Minority interests	375	366
Total net assets	93,229	103,544
Total liabilities and net assets	190,913	207,387

② 【Consolidated Statements of Income and Consolidated Statements of Comprehensive Income】
【Consolidated Statements of Income】

(Units millions of yen)

	Preceding consolidated fiscal year (from 1 April 2013 to 31 March 2014)	This consolidated fiscal year (from 1 April 2014 to 31 March 2015)
Net sales	211 363	220 130
Cost of sales	147 492	155 089
Gross profit	63,871	65 041
Selling, general and administrative expenses		
Selling expenses	2,576	2,786
Packaging and transportation expenses	9,006	9 214
Salary and allowance	17,589	18,428
Provision of reserve for bonuses	2,184	2,196
Retirement benefit expense	961	977
Depreciation expense	1,594	1 652
Rental expenses	6,434	6,831
Other selling expenses	14,070	14,187
Total selling, general and administrative expenses	54,417	56,274
Operating income	9,454	8,766
Non-operating income		
Interest income	41	23
Dividends income	445	518
Investment gain on equity method affiliates	183	271
Exchange gains	191	390
Government grants	9	233
Other non-operating income	553	738
Total non-operating income	1,424	2,175
Non-operating loss		
Interest paid	344	320
Loss on sale of fixed assets	134	77
Other non-operating loss	331	196
Total non-operating loss	810	594
Ordinary income	10,067	10,347
Extraordinary income		
Gain on sale of investment securities	24	549
Gain from negative goodwill	279	-
Gain on sale of golf memberships	-	54
Total extraordinary income	304	603
Extraordinary loss		
Impairment loss	-	625
Loss on sale of investment securities	1	-
Impairment loss on golf memberships	1	0
Total extraordinary loss	3	626
Income before income taxes	10,368	10,324
Income taxes	4,512	3 988
Income tax adjustments	-215	-53
Total income taxes	4,297	3,934
Income before minority interests	6,071	6,390
Minority interests in net income of consolidated subsidiaries	-42	-32
Net income	6,113	6,422

【Consolidated Statements of Income】

(Units millions of yen)

	Preceding consolidated fiscal year (from 1 April 2013 to 31 March 2014)	This consolidated fiscal year (from 1 April 2014 to 31 March 2015)
Income before minority interests	6,071	6,390
Other comprehensive income		
Other investment securities income/loss	1,427	4 344
Foreign currency transaction adjustments	323	227
Adjustments related to retirement benefits	-	813
Equity amount against equity method affiliates	129	137
Other comprehensive income	1 880	5 522
Comprehensive income	7,951	11 912
(Breakdown)		
Comprehensive income related to the parent company	7,978	11,922
Comprehensive income related to minority interests	-27	-9

③【Consolidated Statements of Changes in Capital Stock】
Preceding consolidated fiscal year (from 1 April 2013 to 31 March 2014)

(Units millions of yen)

	Capital stock				
	Capital	Capital surplus	Earned surplus	Treasury stock	Total capital stock
Balance at beginning of the year	18,670	16,759	48,853	-2,388	81,895
Cumulative effect of changes in accounting policy					-
Balance at beginning of current term reflecting changes in accounting policy	18,670	16,759	48,853	-2,388	81,895
Changes during the year					
Cash dividends paid			-1,434		-1,434
Net income			6,113		6,113
Acquisition of treasury stock				-17	-17
Net changes during the year except in capital stock					
Total changes during the year	-	-	4,679	-17	4,661
Balance at end of the year	18,670	16,759	53,532	-2,405	86,557

	Other comprehensive income				Minority interests	Total net assets
	Net unrealized holding gains on securities	Foreign currency transaction adjustments	Cumulative adjustments related to retirement benefits	Total other comprehensive income		
Balance at beginning of the year	4,501	-223	-	4,278	193	86,367
Cumulative effect of changes in accounting policy						-
Balance at beginning of current term reflecting changes in accounting policy	4,501	-223	-	4,278	193	86,367
Changes during the year						
Cash dividends paid						-1,434
Net income						6,113
Acquisition of treasury stock						-17
Net changes during the year except in capital stock	1,455	409	152	2,017	182	2,200
Total changes during the year	1,455	409	152	2,017	182	6,862
Balance at end of the year	5,957	186	152	6,295	375	93,229

③【Consolidated Statements of Changes in Capital Stock】
Preceding consolidated fiscal year (from 1 April 2014 to 31 March 2015)

(Units millions of yen)

	Capital stock				
	Capital	Capital surplus	Earned surplus	Treasury stock	Total capital stock
Balance at beginning of the year	18,670	16,759	53,532	-2,405	86,557
Cumulative effect of changes in accounting policy			452		452
Balance at beginning of current term reflecting changes in accounting policy	18,670	16,759	53,984	-2,405	87,009
Changes during the year					
Cash dividends paid			-2,041		-2,041
Net income			6,422		6,422
Acquisition of treasury stock				-8	-8
Net changes during the year except in capital stock					
Total changes during the year	-	-	4,381	-8	4,372
Balance at end of the year	18,670	16,759	58,365	-2,413	91,382

	Other comprehensive income				Minority interests	Total net assets
	Net unrealized holding gains on securities	Foreign currency transaction adjustments	Cumulative adjustments related to retirement benefits	Total other comprehensive income		
Balance at beginning of the year	5,957	186	152	6,295	375	93,229
Cumulative effect of changes in accounting policy						452
Balance at beginning of current term reflecting changes in accounting policy	5,957	186	152	6,295	375	93,681
Changes during the year						
Cash dividends paid						-2,041
Net income						6,422
Acquisition of treasury stock						-8
Net changes during the year except in capital stock	4,351	335	813	5,500	-9	5,490
Total changes during the year	4,351	335	813	5,500	-9	9,863
Balance at end of the year	10,308	522	965	11,796	366	103,544

④ 【Consolidated Statements of Cash Flows】

(Units millions of yen)

	Preceding consolidated fiscal year (from 1 April 2013 to 31 March 2014)	This consolidated fiscal year (from 1 April 2014 to 31 March 2015)
Cash flows from operating activities		
Income before income taxes	10,368	10 324
Depreciation	4,587	4 997
Gain from negative goodwill	-279	-
Loss (gain) on sale or retirement of fixed assets (minus means gain)	133	76
Investment profit on equity method affiliates (minus means gain)	-183	-271
Increase (decrease) in allowance for doubtful debts (minus means decrease)	0	74
Increase (decrease) in allowance for bonus (minus means decrease)	521	6
Increase (decrease) in liabilities relating to retirement benefits (minus means decrease)	-1,697	485
Interest and dividend income	-486	-541
Interest expense	344	320
Loss (gain) on sale of investment securities (minus means gain)	-24	-549
Loss (gain) on devaluation of investment securities (minus means gain)	1	-
Decrease (increase) in notes and accounts receivable- trade (minus means increase)	-3,873	-5,617
Decrease (increase) in inventories (minus means increase)	-1,475	-1,326
Increase (decrease) in notes and accounts payable- trade (minus means decrease)	5,110	2,741
Increase (decrease) in unpaid consumption tax, etc (minus means decrease)	97	924
Other	819	381
Subtotal	13,965	12,027
Interest and dividends received	529	586
Interest expense paid	-382	-319
Income taxes paid	-4,243	-4,830
Net cash provided by operating activities	9,868	7,463
Cash flows from investing activities		
Deposit of time deposits	-2,052	-2,018
Withdrawal of time deposits	2 373	2.349
Payment for purchase of tangible fixed assets	-5,591	-5,112
Proceeds from sale of tangible fixed assets	1	272
Payment for purchase of intangible fixed assets	-1,725	-1,788
Payment for purchase of investment securities	-1,429	-878
Proceeds from sale of investment securities	1,192	1,434
Acquisition of shares in subsidiaries resulting in change in the scope of consolidation	-554	-
Other	-318	-745
Net cash used in investing activities	-8,104	-6,487

(Units millions of yen)

	Preceding consolidated fiscal year (from 1 April 2013 to 31 March 2014)	This consolidated fiscal year (from 1 April 2014 to 31 March 2015)
Cash flows from financing activities		
Increase (decrease) in short-term bank loans (minus means decrease)	106	-101
Proceeds from long-term debt	1,529	200
Repayments of long-term debt	-3 205	-1 112
Proceeds from new issue of corporate bonds	5,000	5 000
Repayments of corporate bonds	-5 000	-5,000
Proceeds from acquisition of treasury stock	-13	-3
Cash dividends paid	-1,433	-2 038
Other	67	-240
Net cash provided by financing activities	-2 948	-3 296
Effect of exchange rate changes on cash and cash equivalents	276	218
Increase (decrease) in cash and cash equivalents (minus means decrease)	-908	-2 101
Cash and cash equivalents at beginning of year	25,818	24,909
Cash and cash equivalents at end of year	24 909	22 808

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

26 June 2015

To the Board of Directors of Okamura Corporation

KPMG AZSA LLC

Tsunehiro Oki (Seal)
Designated Limited Liability Partner
Engagement Partner
Certified Public Accountant

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

Naoshi Yamaguchi (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 2015 and the consolidated income statement, statement of 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 2014 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 2015 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 the significance of the effect on the reliability of financial reporting Also, an internal control audit includes evaluating the appropriateness of the scope, procedures and results 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 2014 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

1 The above is a version of an item contained in the original audit report digitized by the Company (which submits its financial statements (Yuho)) The original is being kept separately by the Company (which submits its financial statements (Yuho)) for attachment to its consolidated financial statements and internal control reports
2 XBRL data was not included in the content of this audit