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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 record
an alteration of manner of conduct
with accounting requirements

TUESDAY



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A17

24/01/2017

#237

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**

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

Name of organisation
or body ③

ACCOUNTING STANDARDS BOARD OF JAPAN

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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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 2015)	This consolidated fiscal year (31 March 2016)
ASSETS		
Current assets		
Cash	24,021	28,933
Trade receivables	60,898	66,318
Investment securities	21	530
Product inventories	10,163	9,191
Material in process	1,625	1,483
Raw materials	3,954	4,435
Deferred income taxes	1,896	2,123
Other current assets	2,696	2,204
Allowance for doubtful debts	-30	-189
Total current assets	105,247	115,032
Fixed assets		
Property, plant and equipment		
Buildings and structures (net value)	15,380	14,897
Machinery and equipment (net value)	8,975	9,471
Land	23,522	24,151
Construction in progress	97	178
Other fixed assets (net value)	2,260	2,652
Total property, plant and equipment	50,237	51,350
Intangible fixed assets		
Goodwill	401	176
Other intangible fixed assets	4,645	5,107
Total intangible fixed assets	5,046	5,283
Investments and other assets		
Investment securities	32,773	32,095
Assets related to retirement benefits	6,808	5,998
Lease deposits	3,990	4,185
Deferred income taxes	1,542	1,920
Other noncurrent assets	1,841	1,652
Allowance for doubtful debts	-98	-33
Total investments and other assets	46,856	45,819
Total fixed assets	102,140	102,453
Total assets	207,387	217,485

(Units: millions of yen)

	Preceding consolidated fiscal year (31 March 2015)	This consolidated fiscal year (31 March 2016)
LIABILITIES		
Current liabilities		
Notes payable and trade accounts payable	34,209	32,105
Electronically recorded liabilities	11,123	15,892
Short-term bank loans	6,102	6,066
Long-term debt due within one year	3,126	2,341
Income taxes payable	2,311	3,720
Consumption taxes payable	1,399	1,140
Accrued bonuses	3,250	3,738
Other current liabilities	4,394	4,420
Total current liabilities	65,919	69,425
Fixed liabilities		
Corporate bonds	10,000	10,000
Long-term debt	5,059	6,041
Liabilities related to retirement benefits	13,701	15,861
Deferred income taxes	4,547	3,344
Other fixed liabilities	4,615	4,322
Total fixed liabilities	37,923	39,569
Total liabilities	103,843	108,994
NET ASSETS		
Capital stock		
Capital	18,670	18,670
Capital surplus	16,759	16,762
Retained earnings	58,365	65,392
Treasury stock	-2,413	-2,415
Total capital stock	91,382	98,409
Other comprehensive income		
Net unrealized holding gains on securities	10,308	10,111
Foreign currency transaction adjustments	522	302
Cumulative adjustments related to retirement benefits	965	-826
Total other comprehensive income	11,796	9,587
Noncontrolling shareholder interest	366	494
Total net assets	103,544	108,491
Total liabilities and net assets	207,387	217,485

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

(Unit: millions of yen)

	Preceding consolidated fiscal year (from 1 April 2014 to 31 March 2015)	This consolidated fiscal year (from 1 April 2015 to 31 March 2016)
Net sales	220,130	240,794
Cost of sales	155,089	167,301
Gross profit	65,041	73,493
Selling, general and administrative expenses		
Selling expenses	2,786	3,047
Packaging and transportation expenses	9,214	10,568
Salary and allowance	18,428	19,244
Provision of reserve for bonuses	2,196	2,540
Retirement benefit expense	977	860
Depreciation expense	1,652	1,662
Rental expense	6,831	7,205
Other selling expenses	14,187	15,402
Total selling, general and administrative expenses	56,274	60,532
Operating income	8,766	12,960
Non-operating income		
Interest income	23	21
Dividend income	518	500
Investment gain on equity method affiliates	271	125
Exchange gains	390	-
Government grants	233	-
Other non-operating income	738	669
Total non-operating income	2,175	1,316
Non-operating loss		
Interest paid	320	299
Exchange loss	-	150
Loss on sales of fixed assets	77	71
Other non-operating loss	196	165
Total non-operating loss	594	687
Ordinary income	10,347	13,590
Extraordinary income		
Gain on sale of investment securities	549	11
Gain from forgiveness of debt	-	199
Gain on sale of golf memberships	54	-
Total extraordinary income	603	211
Extraordinary loss		
Impairment loss	625	93
Loss on sale of investment securities	-	80
Impairment loss on golf memberships	0	0
Total extraordinary loss	626	173
Income before income taxes	10,324	13,627
Income taxes	3,988	5,009
Income tax adjustments	-53	-498
Total income taxes	3,934	4,510
Net income	6,390	9,116
Net income or loss (-) attributable to noncontrolling shareholders	-32	48
Net income attributable to parent company shareholders	6,422	9,067

【Consolidated Statements of Income】

(Units: millions of yen)

	Preceding consolidated fiscal year (from 1 April 2014 to 31 March 2015)	This consolidated fiscal year (from 1 April 2015 to 31 March 2016)
Net income	6,390	9,116
Other comprehensive income		
Other investment securities income/loss	4,344	-191
Foreign currency transaction adjustments	227	-142
Adjustments related to retirement benefits	813	-1,792
Equity amount against equity method affiliates	137	-104
Other comprehensive income	5,522	-2,229
Comprehensive income	11,912	6,886
(Breakdown)		
Comprehensive income related to the parent company	11,922	6,858
Comprehensive income related to minority interests	-9	27

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 attributable to parent company shareholders			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 attributable to parent company shareholders						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

③ 【Consolidated Statements of Changes in Capital Stock】
Preceding consolidated fiscal year (from 1 April 2015 to 31 March 2016)

(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	58,365	-2,413	91,382
Cumulative effect of changes in accounting policy					-
Balance at beginning of current term reflecting changes in accounting policy	18,670	16,759	58,365	-2,413	91,382
Changes during the year					
Cash dividends paid			-2,041		-2,041
Net income attributable to parent company shareholders			9,067		9,067
Acquisition of treasury stock				-7	-7
Cancellation of treasury stock		2		4	7
Net changes during the year except in capital stock					
Total changes during the year	-	2	7,026	-2	7,027
Balance at end of the year	18,670	16,762	65,392	-2,415	98,409

	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	10,308	522	965	11,796	366	103,544
Cumulative effect of changes in accounting policy						-
Balance at beginning of current term reflecting changes in accounting policy	10,308	522	965	11,796	366	103,544
Changes during the year						
Cash dividends paid						-2,041
Net income attributable to parent company shareholders						9,067
Acquisition of treasury stock						-7
Cancellation of treasury stock						7
Net changes during the year except in capital stock	-196	-220	-1,792	-2,208	128	-2,080
Total changes during the year	-196	-220	-1,792	-2,208	128	4,946
Balance at end of the year	10,111	302	-826	9,587	494	108,491

④ 【Consolidated Statements of Cash Flows】

(Units: millions of yen)

	Preceding consolidated fiscal year (from 1 April 2014 to 31 March 2015)	This consolidated fiscal year (from 1 April 2015 to 31 March 2016)
Cash flows from operating activities		
Income before income taxes	10,324	13,627
Depreciation	4,997	4,184
Gain from forgiveness of debt	-	-199
Loss (gain) on sale or retirement of fixed assets (minus means gain)	76	69
Investment profit on equity method affiliates (minus means gain)	-271	-125
Increase (decrease) of allowance for doubtful debts (minus means decrease)	74	93
Increase (decrease) of allowance for bonuses (minus means decrease)	6	487
Increase (decrease) in liabilities related to retirement benefits (minus means decrease)	485	314
Interest and dividend income	-541	-521
Interest expense	320	299
Loss (gain) on sale of investment securities (minus means gain)	-549	-11
Loss (gain) on devaluation of investment securities (minus means gain)	-	80
Decrease (increase) in notes and accounts receivable- trade (minus means increase)	-5,617	-5,420
Decrease (increase) in inventories (minus means increase)	-1,326	632
Increase (decrease) in notes and accounts payable- trade (minus means decrease)	2,741	2,866
Increase (decrease) in unpaid consumption tax, etc (minus means decrease)	924	-259
Other	381	1,230
Subtotal	12,027	17,349
Interest and dividends received	586	547
Interest expense paid	-319	-291
Income taxes paid	-4,830	-3,733
Net cash provided by operating activities	7,463	13,870
Cash flows from investing activities		
Deposit of time deposits	-2,018	-1,675
Withdrawal of time deposits	2,349	1,500
Payment for purchase of tangible fixed assets	-5,112	-4,425
Proceeds from sale of tangible fixed assets	272	13
Payment for purchase of intangible fixed assets	-1,788	-1,397
Payment for purchase of investment securities	-878	-567
Proceeds from sale of investment securities	1,434	22
Other	-745	-367
Net cash used in investing activities	-6,487	-6,896

	(Units: millions of yen)	
	Preceding consolidated fiscal year (from 1 April 2014 to 31 March 2015)	This consolidated fiscal year (from 1 April 2015 to 31 March 2016)
Cash flows from financing activities		
Increase (decrease) in short-term bank loans (minus means decrease)	-101	-23
Proceeds from long-term debt	200	3,400
Repayments of long-term debt	-1,112	-3,194
Proceeds from new issue of corporate bonds	5,000	-
Repayments of corporate bonds	-5,000	-
Proceeds from acquisition of treasury stock	-3	-2
Cash dividends paid	-2,038	-2,039
Other	-240	-254
Net cash provided by financing activities	-3,296	-2,114
Effect of exchange rate changes on cash and cash equivalents	218	-121
Increase (decrease) in cash and cash equivalents (minus means decrease)	-2,101	4,739
Cash and cash equivalents at beginning of year	24,909	22,808
Cash and cash equivalents at end of year	22,808	27,547

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

28 June 2016

To the Board of Directors of Okamura Corporation

KPMG AZSA LLC

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

Yasuhito Kawaguchi (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.

Highlighted item

From this consolidated fiscal year the method of depreciation for tangible fixed assets (excluding leased assets) employed by the Company and its domestic consolidated subsidiaries has been changed from a fixed-rate method mostly

applied in the past to the straight-line method as set out in changes to accounting policy for those changes to accounting estimates that are difficult to classify

This change had no influence on the conclusions of this audit

<Internal Control Audit>

We also have audited the accompanying internal control report of Okamura Corporation as at 31 March 2016 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 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 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.