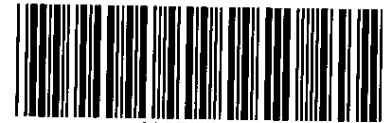


OS AA01

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



Companies House



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A13 08/09/2017 #283
COMPANIES HOUSE
A6DFYP2Y
A06 23/08/2017 #160
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

FRIDAY
WEE

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.

OS AA01

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'.	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.	

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
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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】

(Unit: millions of yen)

	Preceding consolidated fiscal year (31 March 2016)	This consolidated fiscal year (31 March 2017)
ASSETS		
Current assets		
Cash	28,933	26,536
Trade receivables	66,318	64,565
Investment securities	530	10
Product inventories	9,191	10,113
Material in process	1,483	1,467
Raw materials	4,435	4,384
Deferred income taxes	2,123	2,018
Other current assets	2,204	2,365
Allowance for doubtful debts	-189	-137
Total current assets	115,032	111,322
Fixed assets		
Property, plant and equipment		
Buildings and structures (net value)	14,897	15,268
Machinery and equipment (net value)	9,471	10,091
Land	24,151	28,072
Construction in progress	178	77
Other fixed assets (net value)	2,652	2,762
Total property, plant and equipment	51,350	56,273
Intangible fixed assets		
Goodwill	176	18
Other intangible fixed assets	5,107	4,505
Total intangible fixed assets	5,283	4,523
Investments and other assets		
Investment securities	32,095	32,632
Assets relating to retirement benefits	5,998	6,627
Lease deposits	4,185	4,178
Deferred income taxes	1,920	1,665
Other noncurrent assets	1,652	1,552
Allowance for doubtful debts	-33	-33
Total investments and other assets	45,819	46,622
Total fixed assets	102,453	107,419
Total assets	217,485	218,741



A13

COMPANIES HOUSE

(Unit: millions of yen)

	Preceding consolidated fiscal year (31 March 2016)	This consolidated fiscal year (31 March 2017)
LIABILITIES		
Current liabilities		
Notes payable and trade accounts payable	32,105	30,007
Electronically recorded liabilities	15,892	16,398
Short-term bank loans	6,066	6,147
Long-term debt due within one year	2,341	1,115
Corporate bond due within one year	-	5,000
Income taxes payable	3,720	2,988
Consumption taxes payable	1,140	741
Accrued bonuses	3,738	3,685
Other current liabilities	4,420	4,277
Total current liabilities	69,425	70,362
Fixed liabilities		
Corporate bonds	10,000	5,000
Long-term debt	6,041	6,227
Liabilities related to retirement benefits	15,861	15,674
Deferred income taxes	3,344	2,967
Other fixed liabilities	4,322	4,260
Total fixed liabilities	39,569	34,129
Total liabilities	108,994	104,491
NET ASSETS		
Capital stock		
Capital	18,670	18,670
Capital surplus	16,762	16,762
Retained earnings	65,392	70,819
Treasury stock	-2,415	-2,422
Total capital stock	98,409	103,829
Other comprehensive income		
Net unrealized holding gains on securities	10,111	10,256
Foreign currency transaction adjustments	302	56
Cumulative adjustments relating to retirement benefits	-826	-452
Total other comprehensive income	9,587	9,860
Noncontrolling shareholder interest	494	559
Total net assets	108,491	114,249
Total liabilities and net assets	217,485	218,741

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 2015 to 31 March 2016)	This consolidated fiscal year (from 1 April 2016 to 31 March 2017)
Net sales	240,794	236,776
Cost of sales	167,301	162,777
Gross profit	73,493	73,998
Selling, general and administrative expenses		
Selling expenses	3,047	3,152
Packaging and transportation expenses	10,568	10,325
Salary and allowance	19,244	19,791
Provision of reserve for bonuses	2,540	2,489
Retirement benefit expense	860	1,207
Depreciation expense	1,662	2,120
Rental expense	7,205	7,585
Other selling expenses	15,402	15,510
Total selling, general and administrative expenses	60,532	62,182
Operating income	12,960	11,815
Non-operating income		
Interest income	21	23
Dividend income	500	531
Investment gain on equity method affiliates	125	372
Other non-operating income	669	740
Total non-operating income	1,316	1,667
Non-operating loss		
Interest paid	299	255
Exchange loss	150	163
Loss on sales of fixed assets	71	121
Other non-operating loss	165	181
Total non-operating loss	687	722
Ordinary income	13,590	12,761
Extraordinary income		
Gain on sale of investment securities	11	2
Gain from forgiveness of debt	199	-
Gain on liquidation of subsidiaries	-	22
Total extraordinary income	211	25
Extraordinary loss		
Impairment loss	93	787
Loss on sale of investment securities	80	-
Impairment loss on golf memberships	0	2
Total extraordinary loss	173	789
Income before income taxes	13,627	11,996
Income taxes	5,009	3,862
Income tax adjustments	-498	-237
Total income taxes	4,510	3,624
Net income	9,116	8,371
Net income attributable to noncontrolling shareholders	48	76
Net income attributable to parent company shareholders	9,067	8,295

【Consolidated Statements of Income】

(Unit: millions of yen)

	Preceding consolidated fiscal year (from 1 April 2015 to 31 March 2016)	This consolidated fiscal year (from 1 April 2016 to 31 March 2017)
Net income	9,116	8,371
Other comprehensive income		
Other investment securities income/loss	-191	103
Foreign currency transaction adjustments	-142	-226
Adjustments related to retirement benefits	-1,792	374
Equity amount against equity method affiliates	-104	10
Other comprehensive income	-2,229	261
Comprehensive income	6,886	8,633
(Breakdown)		
Comprehensive income related to the parent company	6,858	8,568
Comprehensive income related to the minority interests	27	64

③ 【Consolidated Statements of Changes in Capital Stock】

Preceding consolidated fiscal year (from 1 April 2015 to 31 March 2016)

(Unit: millions of yen)

	Capital stock				
	Capital	Capital surplus	Retained earnings	Treasury stock	Total capital stock
Balance at beginning of the year	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 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				Noncontrolling shareholder interest	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
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 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

This consolidated fiscal year (from 1 April 2016 to 31 March 2017)

(Unit: millions of yen)

	Capital stock				
	Capital	Capital surplus	Retained earnings	Treasury stock	Total capital stock
Balance at beginning of the year	18,670	16,762	65,392	-2,415	98,409
Changes during the year					
Cash dividends paid			-2,868		-2,868
Net income attributable to parent company shareholders			8,295		8,295
Acquisition of treasury stock				-6	-6
Cancellation of treasury stock					-
Net changes during the year except capital stock					
Total changes during the year	-	-	5,426	-6	5,420
Balance at end of the year	18,670	16,762	70,819	-2,422	103,829

	Other comprehensive income				Noncontrolling shareholder interest	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	10,111	302	-826	9,587	494	108,491
Changes during the year						
Cash dividends paid						-2,868
Net income attributable to parent company shareholders						8,295
Acquisition of treasury stock						-6
Cancellation of treasury stock						-
Net changes during the year except capital stock	144	-245	374	273	64	338
Total changes during the year	144	-245	374	273	64	5,758
Balance at end of the year	10,256	56	-452	9,860	559	114,249

④ 【Consolidated Statements of Cash Flows】

(Unit: millions of yen)

	Preceding consolidated fiscal year (from 1 April 2015 to 31 March 2016)	This consolidated fiscal year (from 1 April 2016 to 31 March 2017)
Cash flows from operating activities		
Income before income taxes	13,627	11,996
Depreciation	4,184	5,257
Impairment loss	93	787
Loss (gain) on liquidation of subsidiaries(minus means gain)	-	-22
Gain from forgiveness of debt	-199	-
Loss (gain) on sale or retirement of fixed assets (minus means gain)	69	121
Investment profit on equity method affiliates (minus means gain)	-125	-372
Increase (decrease) of allowance for doubtful debts (minus means decrease)	93	-51
Increase (decrease) of allowance for bonuses (minus means decrease)	487	-53
Increase (decrease) in liabilities related to retirement benefits (minus means decrease)	314	-265
Interest and dividend income	-521	-554
Interest expense	299	255
Loss (gain) on sale of investment securities (minus means gain)	-11	-2
Loss (gain) on devaluation of investment securities (minus means gain)	80	-
Decrease (increase) in notes and accounts receivable-trade (minus means increase)	-5,420	1,753
Decrease (increase) in inventories (minus means increase)	632	-853
Increase (decrease) in notes and accounts payable-trade (minus means decrease)	2,866	-2,086
Increase (decrease) in unpaid consumption tax, etc. (minus means decrease)	-259	-470
Other	1,137	854
Subtotal	17,349	16,022
Interest and dividends received	547	581
Interest expense paid	-291	-269
Income taxes paid	-3,733	-4,894
Net cash provided by operating activities	13,870	11,439
Cash flows from investing activities		
Deposit of time deposits	-1,675	-1,379
Withdrawal of time deposits	1,500	1,710
Payment for purchase of tangible fixed assets	-4,425	-9,168
Proceeds from sale of tangible fixed assets	13	61
Payment for purchase of intangible fixed assets	-1,397	-796
Payment for purchase of investment securities	-567	-721
Proceeds from sale of investment securities	22	1,191
Other	-367	-50
Net cash used in investing activities	-6,896	-9,153

(Unit: millions of yen)

	Preceding consolidated fiscal year (from 1 April 2015 to 31 March 2016)	This consolidated fiscal year (from 1 April 2016 to 31 March 2017)
Cash flows from financing activities		
Increase (decrease) in short-term bank loans (minus means decrease)	-23	97
Proceeds from long-term debt	3,400	1,337
Repayments of long-term debt	-3,194	-2,364
Proceeds from acquisition of treasury stock	-2	-1
Cash dividends paid	-2,039	-2,865
Other	-254	-387
Net cash provided by financing activities	-2,114	-4,184
Effect of exchange rate changes on cash and cash equivalents	-121	-187
Increase (decrease) in cash and cash equivalents (minus means decrease)	4,739	-2,085
Cash and cash equivalents at beginning of year	22,808	27,547
Cash and cash equivalents at end of year	27,547	25,461

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

29 June 2017

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 2017 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 2017 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 2017, 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 2017 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.

End

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 subjects of this audit.