CONSOLIDATED FINANCIAL RESULTS
FOR THE NINE MONTHS ENDED DECEMBER 31, 2014 (J-GAAP)

January 30, 2015

Name of listed company: Toyo Suisan Kaisha, Ltd.
Stock exchange listing: Tokyo
Securities code: 2875 (URL: http://www.maruchan.co.jp/)
Representative: Masanari Imamura, Representative Director and President
Contact: Masaharu Oikawa, Director
Scheduled date of the filing of quarterly report: February 13, 2015
Scheduled date of start of dividend payments: —
Preparation of 3Q results presentation materials: Yes
Holding of 3Q results briefing meeting: None

(Amounts less than one million yen have been omitted.)

1. Consolidated Operating Results for the First Nine Months of FY2015 (from April 1, 2014 to December 31, 2014)

	9 months ended December 31, 2013	9 months ended December 31, 2014	Year-on-year
	(Millions of yen)		(Percentage change)
(1) Consolidated Operating Results:			
Net sales	283,740	292,644	3.1%
Operating income	24,603	19,846	-19.3%
Ordinary income	25,970	21,190	-18.4%
Net income	19,341	14,193	-26.6%
Net income per share (Yen)	189.35	138.97	
Fully diluted net income per share (Yen)	—	—	

Note: Total comprehensive income
9 months ended December 31, 2014: ¥27,841 million (-0.9%)
9 months ended December 31, 2013: ¥28,082 million (59.3%)

	As of March 31, 2014	As of December 31, 2014
	(Millions of yen)	
(2) Consolidated Financial Position:		
Total assets	308,787	335,608
Net assets	236,936	255,487
Shareholders' equity ratio	72.4%	73.1%

Reference: Shareholders' equity
As of December 31, 2014: ¥245,400 million
As of March 31, 2014: ¥223,564 million

2. Dividends

	Full Year Dividends (Yen)				
Record Date	1st quarter-end	2nd quarter-end	3rd quarter-end	Year-end	For the year
FY2014	—	25.00	—	25.00	50.00
FY2015	—	25.00	—		
FY2015 (Forecast)				25.00	50.00

Note: Amendment of dividend forecast that has been disclosed lastly: None

3. Consolidated Results Forecasts for FY2015 (from April 1, 2014 to March 31, 2015)

	Full year	Year-on-year
	(Millions of yen)	(Percentage change)
Net sales	383,000	2.9%
Operating income	28,000	-8.5%
Ordinary income	29,500	-8.5%
Net income	18,500	-18.6%
Net income per share (Yen)	181.14	

Note: Amendment of results forecast that has been disclosed lastly: None

* Notes
(1) Changes in significant subsidiaries during the period (Changes in specified subsidiaries resulting in changes to the scope of consolidation): None

(2) Application of specific accounting procedures for preparation of the consolidated financial statements: None

(3) Changes in accounting policies, changes in accounting estimates, and retrospective restatement
1) Changes in accounting policies due to revisions of accounting standards, etc.: Yes
2) Changes in accounting policies other than item 1) above: None
3) Changes in accounting estimates: None
4) Retrospective restatement: None
(Note) For details, please refer to page 5 of attachment "2. Summary Information (Notes), (3) Changes in accounting policies, changes in accounting estimates, and retrospective restatement."

(4) Number of shares issued (common stock)

(Unit: share)

1) Number of shares issued at end of period (including treasury stock)	December 31, 2014	110,881,044	March 31, 2014	110,881,044
2) Number of shares of treasury stock at end of period	December 31, 2014	8,750,531	March 31, 2014	8,744,689
3) Average number of shares during the nine months	Apr.–Dec. 2014	102,133,205	Apr.–Dec. 2013	102,146,316

* Presentation of implementation status for quarterly review procedures
The quarterly review procedure based on the Financial Instruments and Exchange Act does not apply to this document, and the quarterly review procedure based on the Financial Instruments and Exchange Act had not been completed as of the release of this document.

* Explanation related to the appropriate use of these results forecasts and other items warranting special mention
Statements in this document, including the results forecasts, etc., are based on the information available as of the date of the release of this document and the preconditions that Toyo Suisan Kaisha, Ltd. (the "Company") deemed to be reasonable; they are not meant to be a commitment by the Company. A variety of factors in the future may cause actual results to differ materially from these forecasts. Please refer to Section: "Explanation of forward-looking statements, including consolidated results forecasts" on page 5 of the attachments for the preconditions for the results forecasts and exercise caution in the use of these results forecasts.

Index of Attachments

1. Qualitative Information on Consolidated Financial Results for the Nine Months Ended December 31, 2014

(1) Explanation of the consolidated operating results

During the first nine months of the fiscal year ending March 31, 2015, the Japanese economy gradually recovered as the effects of various policies and the improvement of the employment and income environment continued. However, there still remained downside risks, such as the slowdown of overseas economies.

Under these circumstances, the Toyo Suisan Group has remained committed to its mission “to contribute to society through foods” and “to provide safe and secure foods and services to customers” under the corporate slogan of “Smiles for All.” The Group continued to implement cost reductions and promoted aggressive sales activities in its efforts to face an increasingly competitive sales environment.

As a result, net sales were ¥292,644 million (+3.1% year on year), operating income was ¥19,846 million (-19.3% year on year), ordinary income was ¥21,190 million (-18.4% year on year), and net income was ¥14,193 million (-26.6% year on year) for the period under review.

The foreign exchange rate for the period was ¥120.56 to the U.S. dollar (¥105.37 to the U.S. dollar for the corresponding period of the previous fiscal year).

The operating results by segment are as follows.

In the Seafood Segment, we increased sales to mass merchandisers and convenience stores, particularly salmon/trout, roe and shrimp products, in an environment characterized by the sharp depreciation of the yen and poor catches resulting in higher cost of ingredients. This resulted in segment sales of ¥26,267 million (+3.7% year on year). At the same time, however, harsher sales competition of our signature products prevented us from shifting the increased cost of ingredients onto sales prices. This resulted in segment loss of ¥249 million (compared with a segment income of ¥18 million for the corresponding period of the previous fiscal year).

In the Overseas Instant Noodles Segment, we strengthened partnerships with major mass merchandisers and aggressively promoted sales of signature products as well as *Yakisoba* and *Bowl*. Despite these efforts, this segment continued to feel the impact of a propensity to save among low- and middle-income earners—our core customers—and the retail sector’s inventory reductions. As a result, although sales were down based on local currencies, the weaker yen resulted in segment sales of ¥64,389 million (+12.4% year on year). Segment profit was ¥8,687 million (-14.0% year on year), due to an increase in sales promotion expenses as a result of enhanced sales activities and a rise in fixed costs following the start of operations of a new factory at Maruchan Texas, Inc.

In the Domestic Instant Noodles Segment, sales of key branded products in the Japanese-style cup-type noodle series, such as *Akai Kitsune Udon*, *Midori no Tanuki Ten Soba*, *Kuroi Buta Curry Udon* and *Osobaya-san no Kamo-dashi Soba*, exceeded growth in the previous year as a result of aggressive sales promotion activities, such as consumer campaigns. Moreover, the *Menzukuri* series and *Gotsu Mori*, a product with an extra-large serving, were strong performers and sales increased. In bag-type noodles, despite efforts to increase sales by *Nikonde Taberu Maruchan Seimen*, launched in October, and *Maruchan Seimen Kamo-dashi Soba*, a seasonal product launched in November, competition remained harsh, and sales declined. As a result, segment sales were ¥91,824 million (-3.3% year on year) and segment profit was ¥7,514 million (-22.8% year on year) due to a sharp hike in the cost of ingredients overseas, sharp increases in ingredient and packaging costs from the impact of the weak yen and an increase in distribution costs.

In the Frozen and Refrigerated Foods Segment, overall sales of fresh noodles grew over the previous year due to the enhanced promotion of the three-meal package of *Maruchan Yakisoba*, a core product, as well as consumer campaigns targeting fresh ramen noodles and the launch of new products such as the *Nippon no umai! Ramen* series. Frozen foods were solid performers due to expanded sales of yakisoba and rice burgers for commercial sale and frozen noodles for industrial use. As a result, segment sales were ¥50,801 million (+4.8% year on year) and segment profit was ¥2,825 million (+7.0% year on year).

In the Processed Foods Segment, sales were robust due to the increased sales of aseptically packed cooked rice products, a core product, and five-meal packages of freeze-dried soup. However, sales decreased for Japanese fish loaf and sausage and seasonings. As a result, segment sales were ¥13,708 million (+0.1% year on year) and segment profit was ¥355 million (+146.4% year on year) due to the stabilization of prices of rice.

In the Cold-Storage Segment, storage volume of imported ingredients decreased as a result of the weaker yen and a sharp rise in purchase prices, but sales increased due to increased warehouse capacity resulting from the start of operations at the Higashi Ogishima automatic warehouse from April. As a result, segment sales were ¥11,944 million (+1.0% year on year). Segment profit was ¥967 million (-15.4% year on year) as a result of an increase in depreciation and other expenses of the Higashi Ogishima automatic warehouse.

The Other Business Segment consists of mainly the packed lunch/deli food business. Segment sales were ¥33,758 million (+4.7% year on year), while segment profit was ¥456 million (-67.4% year on year).

(2) Explanation of the consolidated financial position

At the end of the third quarter of the fiscal year ending March 31, 2015, total assets increased ¥26,821 million from the previous fiscal year-end to ¥335,608 million, and net assets increased ¥18,550 million to ¥255,487 million. The main factors contributing to these results are as follows:

With regard to assets, increases were seen in cash on hand and at banks, notes and accounts receivable-trade and investments in securities, while securities and construction in progress decreased. As for liabilities, notes and accounts payable-trade, accrued expenses increased, while income taxes payable decreased. Concerning net assets, retained earnings and adjustment on foreign currency translation increased, while minority interests in consolidated subsidiaries decreased.

As a result of these factors, the shareholders' equity ratio was 73.1%.

(3) Explanation of forward-looking statements, including consolidated results forecasts

We have not changed our consolidated results forecasts for the full term of the fiscal year ending March 31, 2015, as announced on October 31, 2014, because the results for the first nine months were within our expectations. Should any changes occur in the future, the relevant information will be duly disclosed.

2. Summary Information (Notes)

(1) Changes in significant subsidiaries during the period

Not applicable

(2) Application of specific accounting procedures for preparation of the consolidated financial statements

Not applicable

(3) Changes in accounting policies, changes in accounting estimates, and retrospective restatement

(Changes in accounting policies)

Effective from the first quarter ended June 30, 2014, the Company and its domestic consolidated subsidiaries have applied the provisions set forth in Clause 35 of the "Accounting Standard for Retirement Benefits" (Accounting Standard Board of Japan (ASBJ) Statement No. 26, May 17, 2012; hereinafter, the "Accounting Standard for Retirement Benefits") and Clause 67 of the "Guidance on Accounting Standard for Retirement Benefits" (ASBJ Guidance No. 25, May 17, 2012; hereinafter, the "Guidance on Retirement Benefits"). Based on these provisions, the Company and its domestic consolidated subsidiaries have revised the calculation method for retirement benefit obligations and service costs and have changed the allocation method for estimated retirement benefits, from a straight-line method to a benefit formula method, and the calculation method for discount rate.

The application of the Accounting Standard for Retirement Benefits, etc., is subject to the transitional accounting treatment set forth in Clause 37 of the Accounting Standard for Retirement Benefits. The effect of the change in the calculation method of retirement benefit obligations and service costs has been reflected in retained earnings at the beginning of the first nine months of the fiscal year ending March 31, 2015.

As a result, net defined benefit asset at the beginning of the first nine months of the fiscal year ending March 31, 2015 increased by ¥34 million, net defined benefit liability increased by ¥571 million, and retained earnings decreased by ¥378 million. Operating income, ordinary income, and income before income taxes each decreased by ¥102 million for the first nine months.

3. Consolidated Financial Statements

(1) Consolidated balance sheets

(Millions of yen)

	FY2014 (As of March 31, 2014)	3Q FY2015 (As of December 31, 2014)
Assets		
Current assets		
Cash on hand and at banks	54,082	62,810
Notes and accounts receivable-trade	48,989	63,358
Securities	34,200	28,500
Merchandise and finished goods	17,121	18,360
Work in process	286	272
Raw materials and supplies	5,679	7,084
Deferred income tax assets	1,822	1,323
Other	3,225	4,525
Less: Allowance for doubtful accounts	(501)	(490)
Total current assets	164,904	185,745
Fixed assets		
Property, plant and equipment		
Buildings and structures, net	52,516	54,126
Machinery, equipment and vehicles, net	26,561	27,450
Land	32,090	32,794
Leased assets, net	3,983	3,662
Construction in progress	2,989	1,354
Other, net	1,037	1,208
Total property, plant and equipment	119,179	120,597
Intangible assets		
Other	2,408	3,046
Total intangible assets	2,408	3,046
Investments and other assets		
Investments in securities	20,114	24,096
Deferred income tax assets	1,352	1,313
Net defined benefit asset	82	100
Other	744	708
Total investments and other assets	22,293	26,219
Total fixed assets	143,882	149,863
Total assets	308,787	335,608

(Millions of yen)

	FY2014 (As of March 31, 2014)	3Q FY2015 (As of December 31, 2014)
Liabilities		
Current liabilities		
Notes and accounts payable-trade	24,331	30,418
Short-term loans	201	240
Current portion of long-term debt	85	40
Lease obligations	237	226
Accrued expenses	19,378	20,691
Income taxes payable	2,875	1,358
Deferred income tax liabilities	5	18
Allowance for bonus to officers	175	36
Other	3,380	2,631
Total current liabilities	50,669	55,662
Long-term liabilities		
Long-term loans	30	—
Lease obligations	3,916	4,292
Deferred income tax liabilities	3,652	5,807
Reserve for officer retirement benefits for officers	271	213
Net defined benefit liability	12,649	13,542
Negative goodwill	75	—
Asset retirement obligations	315	317
Other	270	284
Total long-term liabilities	21,181	24,458
Total liabilities	71,851	80,121
Net assets		
Shareholders' equity		
Common stock	18,969	18,969
Capital surplus	22,516	22,516
Retained earnings	189,404	198,113
Treasury stock at cost	(8,207)	(8,219)
Total shareholders' equity	222,683	231,379
Accumulated other comprehensive income		
Net unrealized gain (loss) on investments in securities, net of taxes	3,281	4,901
Net unrealized gains (losses) on hedging derivatives, net of taxes	11	81
Adjustment on foreign currency translation	(2,800)	8,486
Remeasurements of defined benefit plans	390	551
Total accumulated other comprehensive income	881	14,020
Minority interests in consolidated subsidiaries	13,371	10,086
Total net assets	236,936	255,487
Total liabilities and net assets	308,787	335,608

(2) Consolidated statements of income and comprehensive income

Consolidated statements of income

First nine months of the fiscal year ending March 31, 2015

(Millions of yen)

	3Q FY2014 (from April 1, 2013 to December 31, 2013)	3Q FY2015 (from April 1, 2014 to December 31, 2014)
Net sales	283,740	292,644
Cost of sales	174,660	186,918
Gross profit	109,079	105,726
Selling, general and administrative expenses	84,476	85,880
Operating income	24,603	19,846
Non-operating income		
Interest income	212	254
Dividends income	312	340
Equity in gain under the equity method	43	66
Rent income	318	277
Currency exchange gain	223	273
Miscellaneous income	528	503
Total non-operating income	1,638	1,713
Non-operating expenses		
Interest expenses	5	189
Cost of rent income	75	73
Miscellaneous loss	190	107
Total non-operating expenses	271	369
Ordinary income	25,970	21,190
Extraordinary income		
Gain on sales of fixed assets	1,850	61
Subsidy received	1,658	363
Gain on negative goodwill	641	194
Compensation income	—	244
Other	116	2
Total extraordinary income	4,266	866
Extraordinary loss		
Loss on sales or disposal of fixed assets, net	77	101
Write-down of investment in securities	8	—
Impairment losses on fixed assets	9	28
Other	10	20
Total extraordinary losses	105	150
Income before income taxes and minority interests	30,130	21,905
Income taxes-current	9,768	5,962
Income taxes-deferred	576	1,382
Total income taxes	10,344	7,344
Income before minority interests	19,785	14,561
Minority interests in subsidiaries	444	367
Net income	19,341	14,193

Consolidated statements of comprehensive income

First nine months of the fiscal year ending March 31, 2015

(Millions of yen)

	3Q FY2014 (from April 1, 2013 to December 31, 2013)	3Q FY2015 (from April 1, 2014 to December 31, 2014)
Income before minority interests	19,785	14,561
Other comprehensive income		
Net unrealized gain (loss) on investments in securities, net of taxes	1,495	1,723
Net unrealized gain (loss) on hedging derivatives, net of taxes	23	70
Adjustment on foreign currency translation	6,759	11,286
Remeasurements of defined benefit plans	—	171
Share of other comprehensive income of associates accounted for using equity method	18	28
Total other comprehensive income	8,297	13,280
Comprehensive income	28,082	27,841
Comprehensive income attributable to		
Comprehensive income attributable to owners of the parent	27,591	27,332
Comprehensive income attributable to minority interests	491	508

(3) Notes to consolidated financial statements

Notes on going concern assumptions

Not applicable

Notes in the event of substantial changes in shareholders' equity

Not applicable

Segment information, etc.

Segment information

I. Nine months ended December 31, 2013 (from April 1 to December 31, 2013)

1. Information relating to net sales and profit/loss for each reporting segment

(Millions of yen)

	Reporting segment							Other (Note 1)	Total	Adjust-ments (Note 2)	Amount reported on consoli-dated financial statements (Note 3)
	Seafood Segment	Overseas Instant Noodles Segment	Domestic Instant Noodles Segment	Frozen and Refrigerated Foods Segment	Processed Foods Segment	Cold-Storage Segment	Total				
Net sales											
Net sales to outside customers	25,325	57,272	94,961	48,456	13,699	11,823	251,539	32,238	283,777	(36)	283,740
Internal net sales or transfer between segments	603	—	16	—	0	688	1,309	386	1,695	(1,695)	—
Total	25,928	57,272	94,978	48,456	13,699	12,512	252,848	32,624	285,473	(1,732)	283,740
Segment profit	18	10,098	9,740	2,640	144	1,143	23,785	1,401	25,186	(583)	24,603

(Notes) 1. The Other Business Segment is one which is not among the reporting segments and refers to a business which is mainly involved in the packed lunch/deli food business.

2. The adjustment of -¥36 million in net sales to outside customers was reported due to differing elimination methods used by the reporting segments and the consolidated financial statements. The -¥583 million in segment profit adjustments include companywide expenses of -¥629 million which have not been allocated to each reporting segment, a -¥24 million adjustment to inventories, and other adjustments of ¥70 million. Companywide expenses refer mainly to general administrative expenses which do not belong to any reporting segment. Other adjustments are mainly currency translation adjustments which occur upon calculating eliminations with overseas subsidiaries when reporting earnings.

3. Segment profit is adjusted at the operating income level on the consolidated financial statements.

2. Information relating to impairment loss on fixed assets or goodwill for each reporting segment

Statement omitted due to small quantitative significance.

II. Nine months ended December 31, 2014 (from April 1 to December 31, 2014)

1. Information relating to net sales and profit/loss for each reporting segment

(Millions of yen)

	Reporting segment							Other (Note 1)	Total	Adjust-ments (Note 2)	Amount reported on consoli-dated financial statements (Note 3)
	Seafood Segment	Overseas Instant Noodles Segment	Domestic Instant Noodles Segment	Frozen and Refrigerated Foods Segment	Processed Foods Segment	Cold-Storage Segment	Total				
Net sales											
Net sales to outside customers	26,267	64,389	91,824	50,801	13,708	11,944	258,935	33,758	292,694	(49)	292,644
Internal net sales or transfer between segments	749	—	17	—	0	701	1,468	370	1,838	(1,838)	—
Total	27,016	64,389	91,842	50,801	13,708	12,645	260,404	34,129	294,533	(1,888)	292,644
Segment profit (loss)	(249)	8,687	7,514	2,825	355	967	20,101	456	20,558	(712)	19,846

(Notes) 1. The Other Business Segment is one which is not among the reporting segments and refers to a business which is mainly involved in the packed lunch/deli food business.

2. The adjustment of -¥49 million in net sales to outside customers was reported due to differing elimination methods used by the reporting segments and the consolidated financial statements. The -¥712 million in segment profit adjustments include companywide expenses of -¥732 million which have not been allocated to each reporting segment, a ¥4 million adjustment to inventories, and other adjustments of ¥15 million. Companywide expenses refer mainly to general administrative expenses which do not belong to any reporting segment. Other adjustments are mainly for the offset elimination of knowhow fees from overseas subsidiaries when reporting earnings.

3. Segment profit (loss) is adjusted at the operating income level on the consolidated financial statements.

2. Information relating to impairment loss on fixed assets or goodwill for each reporting segment

Statement omitted due to small quantitative significance.