

January 31, 2017

Consolidated Financial Results
for the Nine Months Ended December 31, 2016
<under J-GAAP>

Company name: **Toyo Suisan Kaisha, Ltd.**
 Listing: First Section of the Tokyo Stock Exchange
 Securities code: 2875
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Scheduled date of filing of quarterly securities report: February 13, 2017
 Scheduled date of start of dividend payment: –
 Preparation of quarterly results presentation materials: Yes
 Holding of quarterly results briefing meeting: None

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

1. Consolidated Operating Results for the First Nine Months of FY2017
(from April 1, 2016 to December 31, 2016)

(1) Consolidated Operating Results (Percentages indicate year-on-year changes.)

| Nine months ended | Net sales | | Operating income | | Ordinary income | | Profit attributable to owners of parent | |
|-------------------|-----------------|-------|------------------|------|-----------------|------|---|------|
| | Millions of yen | % | Millions of yen | % | Millions of yen | % | Millions of yen | % |
| Dec. 31, 2016 | 294,510 | (0.7) | 24,243 | 6.4 | 25,816 | 8.5 | 17,253 | 9.3 |
| Dec. 31, 2015 | 296,580 | 1.3 | 22,788 | 14.8 | 23,791 | 12.3 | 15,785 | 11.2 |

Note: Comprehensive income Nine months ended December 31, 2016: 21,155 million yen [13.0%]
 Nine months ended December 31, 2015: 18,727 million yen [(32.7)%]

| Nine months ended | Basic earnings per share | | Diluted earnings per share | |
|-------------------|--------------------------|--|----------------------------|--|
| | Yen | | Yen | |
| Dec. 31, 2016 | 168.94 | | – | |
| Dec. 31, 2015 | 154.56 | | – | |

(2) Consolidated Financial Position

| | Total assets | Net assets | Equity ratio |
|---------------------|-----------------|-----------------|--------------|
| | Millions of yen | Millions of yen | % |
| As of Dec. 31, 2016 | 364,885 | 281,078 | 74.0 |
| As of Mar. 31, 2016 | 345,396 | 266,200 | 74.0 |

Reference: Equity

As of December 31, 2016: 269,950 million yen
 As of March 31, 2016: 255,429 million yen

2. Dividends

| | Full Year Dividends | | | | |
|-------------------|-----------------------------|-----------------------------|-----------------------------|----------|--------------|
| | 1 st quarter-end | 2 nd quarter-end | 3 rd quarter-end | Year-end | For the year |
| | Yen | Yen | Yen | Yen | Yen |
| FY2016 | – | 30.00 | – | 30.00 | 60.00 |
| FY2017 | – | 30.00 | – | – | – |
| FY2017 (Forecast) | – | – | – | 30.00 | 60.00 |

Note: Revisions to the dividends forecasts most recently announced: None

3. Consolidated Results Forecasts for FY2017 (from April 1, 2016 to March 31, 2017)

(Percentages indicate year-on-year changes.)

| | Net sales | | Operating income | | Ordinary income | | Profit attributable to owners of parent | | Basic earnings per share |
|-----------|-----------------|-----|------------------|-----|-----------------|-----|---|------|--------------------------|
| | Millions of yen | % | Millions of yen | % | Millions of yen | % | Millions of yen | % | Yen |
| Full year | 395,000 | 3.1 | 29,000 | 2.4 | 30,000 | 1.7 | 20,500 | 11.6 | 200.73 |

Note: Revisions to the results forecasts most recently announced: None

* Notes

- (1) Changes in significant subsidiaries during the period (changes in specified subsidiaries resulting in the change in scope of consolidation): None
- (2) Application of specific accounting procedures for preparation of the quarterly consolidated financial statements: None
- (3) Changes in accounting policies, changes in accounting estimates, and restatement
 - a. Changes in accounting policies due to amendments to accounting standards and other regulations: Yes
 - b. Changes in accounting policies due to other reasons: None
 - c. Changes in accounting estimates: None
 - d. Restatement: None

Note: For details, please refer to “(3) Changes in accounting policies, changes in accounting estimates, and restatement” of “2. Summary Information (Notes)” on page 3 of the attachments.

- (4) Number of shares issued (common stock)
 - a. Number of shares issued at end of period (including treasury shares)

| | |
|-------------------------|--------------------|
| As of December 31, 2016 | 110,881,044 shares |
| As of March 31, 2016 | 110,881,044 shares |

- b. Number of treasury shares at end of period

| | |
|-------------------------|------------------|
| As of December 31, 2016 | 8,751,481 shares |
| As of March 31, 2016 | 8,751,393 shares |

- c. Average number of shares outstanding during the period (cumulative from the beginning of the fiscal year)

| | |
|-------------------------------------|--------------------|
| Nine months ended December 31, 2016 | 102,129,583 shares |
| Nine months ended December 31, 2015 | 102,130,007 shares |

* Presentation of implementation status for quarterly review procedures

The quarterly review procedures pursuant to the Financial Instruments and Exchange Act do not apply to this document, and the quarterly review procedures pursuant to the Financial Instruments and Exchange Act have not been completed as of the release of this document.

* Explanation related to the appropriate use of the results forecasts and other items warranting special mention

Forward-looking 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, and a variety of factors in the future may cause actual results to differ materially from these forecasts. Please refer to Section: “(3) Explanation of forward-looking information, including consolidated results forecasts” of “1. Qualitative Information on Quarterly Consolidated Financial Results for the Nine Months Ended December 31, 2016 on page 3 of the attachments for the preconditions for the results forecasts and items to exercise caution in the use of these results forecasts.

Index of Attachments

| | |
|---|---|
| 1. Qualitative Information on Quarterly Consolidated Financial Results for the Nine Months Ended December 31, 2016 | 2 |
| (1) Explanation of the consolidated operating results..... | 2 |
| (2) Explanation of the consolidated financial position..... | 3 |
| (3) Explanation of forward-looking information, including consolidated results forecasts..... | 3 |
| 2. Summary Information (Notes) | 3 |
| (1) Changes in significant subsidiaries during the period..... | 3 |
| (2) Application of specific accounting procedures for preparation of the quarterly consolidated financial statements..... | 3 |
| (3) Changes in accounting policies, changes in accounting estimates, and restatement..... | 3 |
| (4) Additional information..... | 3 |
| 3. Quarterly Consolidated Financial Statements | 4 |
| (1) Quarterly consolidated balance sheets..... | 4 |
| (2) Quarterly consolidated statements of income and comprehensive income..... | 6 |
| Quarterly consolidated statements of income (Cumulative)..... | 6 |
| Quarterly consolidated statements of comprehensive income (Cumulative)..... | 7 |
| (3) Notes to quarterly consolidated financial statements..... | 8 |
| (Notes on going concern assumptions)..... | 8 |
| (Notes in the event of substantial changes in shareholders' equity)..... | 8 |
| (Segment information, etc.)..... | 8 |

1. Qualitative Information on Quarterly Consolidated Financial Results for the Nine Months Ended December 31, 2016

(1) Explanation of the consolidated operating results

During the first nine months of the fiscal year ending March 31, 2017, the Japanese economy gradually recovered on the back of continuing results from various economic measures and improvements in the employment and income environments, but lack of clarity regarding the economic future still persisted owing to developments such as the slowdown in economic growth centered on emerging nations in Asia and the issue of Britain's departure from the EU, which led to increasing uncertainty with regard to overseas economies.

Under these circumstances, the Toyo Suisan Group (hereafter, the "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 further cost reductions and promoted aggressive sales activities in its efforts to face an increasingly competitive sales environment.

As a result, net sales were ¥294,510 million (down 0.7% year on year), operating income was ¥24,243 million (up 6.4% year on year), ordinary income was ¥25,816 million (up 8.5% year on year), and profit attributable to owners of parent was ¥17,253 million (up 9.3% year on year) for the period under review.

The foreign exchange rate for the period was ¥116.49 to the U.S. dollar (¥120.53 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, due to the negative impact of the decrease in the haul of fish and harsher sales competition in the domestic market including sales to convenience stores, segment sales were ¥24,186 million (down 6.0% year on year). Segment profit was ¥256 million (compared with a segment loss of ¥128 million in the corresponding period of the previous fiscal year), due to further improvements in the cost of some types of fish such as fish eggs and shrimp used as ingredients.

As for the Overseas Instant Noodles Segment, in the U.S. although aggressive sales promotion activities including special sales in mass retailers and the launch of new products were carried out, the instant noodle category continues to contract due to a continued harsh sales environment. In Mexico, while the harsh sales environment continued due to the continued depreciation of the local currency, sales increased due to aggressive sales promotion activities mainly in mass retailers. As a result of the aforementioned, segment sales were ¥56,699 million (down 7.7% year on year). Segment profit was ¥9,343 million (up 0.4% year on year), due to the decreases mainly in raw ingredients costs and distribution costs, despite additional sales promotion and personnel expenses.

In the Domestic Instant Noodles Segment, cup-type noodle sales remained strong for the Japanese style noodle series, which is centered on key branded products *Akai Kitsune Udon* and *Midori no Tanuki Ten Soba*, and for *Maruchan Seimen Cup*. Meanwhile, sales of our signature product *Menzukuri* and open-priced product *Gotsu Mori* also continued to be firm. Total sales of bag-type noodles decreased, amidst a challenging overall market environment, despite efforts such as stimulating new demand through a campaign to celebrate the fifth anniversary of the *Maruchan Seimen* series and the introduction of new flavors. As a result, segment sales were ¥96,573 million (up 1.7% year on year). Segment profit was ¥8,493 million (up 3.0% year on year), due to the increase in sales combined with decreases mainly in raw ingredients costs and distribution costs, which outweighed increases in depreciation following the start of operations at the Kansai Plant, which was completed in August 2016, and in sales promotion expenses.

In the Frozen and Refrigerated Foods Segment, while sales of our signature fresh noodle product *Maruchan Yakisoba (Three-Meal Package)* series and the microwavable food product *Renji de men jyoju* series remained strong. Among frozen and chilled foods, sales of our signature *shumai* (steamed dumpling) and wontons products increased, but sales from frozen foods decreased amid fiercer sales competition. As a result, segment sales were ¥51,379 million (down 0.6% year on year). Segment profit was ¥3,807 million (up 30.4% year on year), due to higher profits resulting from sales growth for our signature products and the decrease in raw ingredients costs, combined with efforts to enhance profits through reassessment of unprofitable products and other means.

In the Processed Foods Segment, sales of core rice products and freeze-dried products remained strong. Sales of rice increased as a result of the implementation of aggressive sales promotion activities against a backdrop of increased meal opportunities due to increased demand for emergency supplies and lifestyle changes in addition to greater awareness of quality. In sales of freeze-dried products, sales were strong for the five-meal packages of packet soup, a core product, at mass retailers, and products, centered on new products, were introduced at convenience stores. As a result, segment sales were ¥16,189 million (up 8.5% year on year) and segment profit

was ¥654 million (down 6.6% year on year) due to higher prices for raw rice.

In the Cold-Storage Segment, segment sales were ¥12,977 million (up 4.2% year on year) as a result of the beneficial effect of the start of operations at the Fukuoka Island-City Distribution Center in March 2016, and trading for goods on consignment remaining strong thanks to aggressive sales activities. Segment profit was ¥1,419 million (down 1.7% year on year) due to recording expenses related to the Fukuoka Island-City Distribution Center and increased business expenses such as personnel expenses and transportation expenses.

The Other Business Segment consists of mainly the packed lunch/deli food business. Segment sales were ¥36,505 million (up 3.1% year on year), while segment profit was ¥1,165 million (up 66.4% year on year).

(2) Explanation of the consolidated financial position

At the end of the third quarter of the fiscal year ending March 31, 2017, total assets increased by ¥19,488 million from the previous fiscal year-end to ¥364,885 million, and net assets increased by ¥14,878 million to ¥281,078 million. The main factors contributing to these results are as follows:

The main contributing factors for assets were increases in cash and deposits, notes and accounts receivable - trade, and buildings and structures and a decrease in securities. The main contributing factors for liabilities were increases in notes and accounts payable - trade and accrued expenses and a decrease in income taxes payable. The main contributing factors for net assets were increases in retained earnings and foreign currency translation adjustment.

As a result of these factors, the equity ratio was 74.0%.

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

We have not changed our consolidated results forecasts for the full term of the fiscal year ending March 31, 2017, as announced on May 13, 2016, 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 quarterly consolidated financial statements

Not applicable

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

Changes in accounting policies

(Application of practical solution on a change in depreciation method due to tax reform 2016)

Following the revision to the Corporation Tax Act, the Company and its domestic consolidated subsidiaries have applied the “Practical Solution on a Change in Depreciation Method Due to Tax Reform 2016” (ASBJ PITF No. 32, June 17, 2016), effective from the first quarter of the fiscal year ending March 31, 2017, and changed the depreciation method for facilities attached to buildings and structures acquired on or after April 1, 2016 from the declining-balance method to the straight-line method.

The amount of impact on quarterly consolidated financial statements is immaterial.

(4) Additional information

(Application of ASBJ guidance on recoverability of deferred tax assets)

The Company and its domestic consolidated subsidiaries have applied the “Guidance on Recoverability of Deferred Tax Assets” (ASBJ Guidance No. 26, March 28, 2016), effective from the first quarter of the fiscal year ending March 31, 2017.

3. Quarterly Consolidated Financial Statements

(1) Quarterly consolidated balance sheets

(Millions of yen)

| | As of end FY2016 (March 31, 2016) | As of end 3Q FY2017 (December 31, 2016) |
|--|--------------------------------------|--|
| Assets | | |
| Current assets | | |
| Cash and deposits | 73,564 | 77,813 |
| Notes and accounts receivable - trade | 48,899 | 65,738 |
| Securities | 39,000 | 32,000 |
| Merchandise and finished goods | 15,424 | 16,049 |
| Work in process | 472 | 394 |
| Raw materials and supplies | 4,827 | 5,703 |
| Deferred tax assets | 1,679 | 1,314 |
| Other | 3,711 | 3,162 |
| Allowance for doubtful accounts | (490) | (497) |
| Total current assets | 187,088 | 201,679 |
| Non-current assets | | |
| Property, plant and equipment | | |
| Buildings and structures, net | 54,245 | 60,709 |
| Machinery, equipment and vehicles, net | 25,130 | 27,149 |
| Land | 35,584 | 35,450 |
| Leased assets, net | 3,069 | 3,054 |
| Construction in progress | 5,716 | 1,663 |
| Other, net | 1,195 | 1,268 |
| Total property, plant and equipment | 124,940 | 129,295 |
| Intangible assets | | |
| Other | 3,054 | 2,616 |
| Total intangible assets | 3,054 | 2,616 |
| Investments and other assets | | |
| Investment securities | 28,105 | 29,092 |
| Deferred tax assets | 1,273 | 1,352 |
| Net defined benefit asset | 65 | 66 |
| Other | 868 | 932 |
| Allowance for doubtful accounts | - | (150) |
| Total investments and other assets | 30,312 | 31,293 |
| Total non-current assets | 158,308 | 163,206 |
| Total assets | 345,396 | 364,885 |

(Millions of yen)

| | As of end FY2016 (March 31, 2016) | As of end 3Q FY2017 (December 31, 2016) |
|---|--------------------------------------|--|
| Liabilities | | |
| Current liabilities | | |
| Notes and accounts payable - trade | 23,975 | 28,128 |
| Short-term loans payable | 274 | 268 |
| Current portion of long-term loans payable | 30 | – |
| Lease obligations | 216 | 247 |
| Accrued expenses | 19,506 | 22,445 |
| Income taxes payable | 3,515 | 1,892 |
| Deferred tax liabilities | 2 | 4 |
| Provision for directors' bonuses | 168 | 141 |
| Other | 2,800 | 1,687 |
| Total current liabilities | 50,489 | 54,815 |
| Non-current liabilities | | |
| Lease obligations | 3,958 | 4,008 |
| Deferred tax liabilities | 4,211 | 4,221 |
| Provision for directors' retirement benefits | 227 | 205 |
| Net defined benefit liability | 18,551 | 18,744 |
| Asset retirement obligations | 315 | 311 |
| Other | 1,443 | 1,499 |
| Total non-current liabilities | 28,707 | 28,991 |
| Total liabilities | 79,196 | 83,806 |
| Net assets | | |
| Shareholders' equity | | |
| Capital stock | 18,969 | 18,969 |
| Capital surplus | 22,517 | 22,517 |
| Retained earnings | 213,567 | 224,693 |
| Treasury shares | (8,225) | (8,225) |
| Total shareholders' equity | 246,830 | 257,955 |
| Accumulated other comprehensive income | | |
| Valuation difference on available-for-sale securities | 7,806 | 8,368 |
| Deferred gains or losses on hedges | (47) | 31 |
| Foreign currency translation adjustment | 3,218 | 5,750 |
| Remeasurements of defined benefit plans | (2,377) | (2,156) |
| Total accumulated other comprehensive income | 8,599 | 11,995 |
| Non-controlling interests | 10,770 | 11,128 |
| Total net assets | 266,200 | 281,078 |
| Total liabilities and net assets | 345,396 | 364,885 |

(2) Quarterly consolidated statements of income and comprehensive income
 Quarterly consolidated statements of income (Cumulative)

(Millions of yen)

| | 3Q FY2016 (from April 1, 2015 to December 31, 2015) | 3Q FY2017 (from April 1, 2016 to December 31, 2016) |
|---|---|---|
| Net sales | 296,580 | 294,510 |
| Cost of sales | 186,340 | 182,255 |
| Gross profit | 110,239 | 112,254 |
| Selling, general and administrative expenses | 87,450 | 88,011 |
| Operating income | 22,788 | 24,243 |
| Non-operating income | | |
| Interest income | 313 | 622 |
| Dividend income | 357 | 403 |
| Share of profit of entities accounted for using equity method | 103 | 88 |
| Rent income | 266 | 254 |
| Foreign exchange gains | – | 289 |
| Miscellaneous income | 606 | 505 |
| Total non-operating income | 1,647 | 2,163 |
| Non-operating expenses | | |
| Interest expenses | 209 | 200 |
| Cost of lease revenue | 63 | 50 |
| Foreign exchange losses | 90 | – |
| Provision of allowance for doubtful accounts | – | 150 |
| Miscellaneous loss | 280 | 189 |
| Total non-operating expenses | 644 | 590 |
| Ordinary income | 23,791 | 25,816 |
| Extraordinary income | | |
| Gain on sales of non-current assets | 623 | 19 |
| Gain on sales of investment securities | 146 | – |
| Subsidy income | – | 1,119 |
| Other | 3 | 55 |
| Total extraordinary income | 772 | 1,194 |
| Extraordinary losses | | |
| Loss on sales and retirement of non-current assets | 172 | 391 |
| Loss on valuation of investment securities | – | 5 |
| Loss on valuation of shares of subsidiaries and associates | 27 | 429 |
| Impairment loss | 224 | 765 |
| Other | 2 | 9 |
| Total extraordinary losses | 427 | 1,601 |
| Profit before income taxes | 24,137 | 25,408 |
| Income taxes - current | 7,982 | 7,925 |
| Income taxes - deferred | (181) | (134) |
| Total income taxes | 7,801 | 7,791 |
| Profit | 16,336 | 17,617 |
| Profit attributable to non-controlling interests | 550 | 364 |
| Profit attributable to owners of parent | 15,785 | 17,253 |

Quarterly consolidated statements of comprehensive income (Cumulative)

(Millions of yen)

| | 3Q FY2016 (from April 1, 2015 to December 31, 2015) | 3Q FY2017 (from April 1, 2016 to December 31, 2016) |
|--|---|---|
| Profit | 16,336 | 17,617 |
| Other comprehensive income | | |
| Valuation difference on available-for-sale securities | 1,939 | 663 |
| Deferred gains or losses on hedges | (30) | 79 |
| Foreign currency translation adjustment | 352 | 2,532 |
| Remeasurements of defined benefit plans, net of tax | 127 | 242 |
| Share of other comprehensive income of entities accounted for using equity method | 2 | 20 |
| Total other comprehensive income | 2,391 | 3,538 |
| Comprehensive income | 18,727 | 21,155 |
| Comprehensive income attributable to | | |
| Comprehensive income attributable to owners of parent | 18,164 | 20,648 |
| Comprehensive income attributable to non- controlling interests | 563 | 506 |

- (3) Notes to quarterly 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, 2015 (from April 1, 2015 to December 31, 2015)

1. Information relating to net sales, profit and loss by each reportable segment

(Millions of yen)

| | Reportable segment | | | | | | | Other (Note 1) | Total | Adjust- ments (Note 2) | Amount reported on quarterly 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 | 25,727 | 61,397 | 94,967 | 51,687 | 14,919 | 12,457 | 261,156 | 35,404 | 296,560 | 19 | 296,580 |
| Internal net sales or transfer between segments | 649 | — | 12 | — | 0 | 801 | 1,464 | 367 | 1,831 | (1,831) | — |
| Total | 26,376 | 61,397 | 94,980 | 51,687 | 14,919 | 13,259 | 262,620 | 35,771 | 298,391 | (1,811) | 296,580 |
| Segment profit (loss) | (128) | 9,305 | 8,248 | 2,919 | 700 | 1,443 | 22,489 | 700 | 23,189 | (400) | 22,788 |

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

2. The adjustment of ¥19 million in net sales to outside customers was reported due to differing elimination methods used by the reportable segments and the quarterly consolidated financial statements. The negative ¥400 million in segment profit or loss adjustments includes companywide expenses of negative ¥746 million which have not been allocated to each reportable segment, a negative ¥62 million adjustment to inventories, and other adjustments of ¥407 million. Companywide expenses refer mainly to general and administrative expenses which do not belong to any reportable segment. Other adjustments are mainly for offset and elimination of knowhow fees from overseas subsidiaries at the end of the fiscal year.

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

2. Information relating to impairment loss on non-current assets or goodwill for each reportable segment
 Statement omitted due to the immateriality of the amount.

II. Nine months ended December 31, 2016 (from April 1, 2016 to December 31, 2016)

1. Information relating to net sales, profit and loss by each reportable segment

(Millions of yen)

| | Reportable segment | | | | | | | Other (Note 1) | Total | Adjust- ments (Note 2) | Amount reported on quarterly 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 | 24,186 | 56,699 | 96,573 | 51,379 | 16,189 | 12,977 | 258,004 | 36,505 | 294,510 | – | 294,510 |
| Internal net sales or transfer between segments | 765 | – | – | – | – | 643 | 1,409 | 332 | 1,742 | (1,742) | – |
| Total | 24,952 | 56,699 | 96,573 | 51,379 | 16,189 | 13,620 | 259,414 | 36,837 | 296,252 | (1,742) | 294,510 |
| Segment profit | 256 | 9,343 | 8,493 | 3,807 | 654 | 1,419 | 23,974 | 1,165 | 25,139 | (896) | 24,243 |

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

2. The negative ¥896 million in segment profit adjustments includes companywide expenses of negative ¥930 million which have not been allocated to each reportable segment, a ¥12 million adjustment to inventories, and other adjustments of ¥21 million. Companywide expenses refer mainly to general and administrative expenses which do not belong to any reportable segment. Other adjustments are mainly for offset and elimination of knowhow fees from overseas subsidiaries at the end of the fiscal year.

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

2. Information relating to impairment loss on non-current assets or goodwill for each reportable segment
Statement omitted due to the immateriality of the amount.