October 30, 2015

## Consolidated Financial Results for the Six Months Ended September 30, 2015 <under J-GAAP>

Company name: Toyo Suisan Kaisha, Ltd.

Listing: First Section of the Tokyo Stock Exchange

Securities code: 2875

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Representative: Masanari Imamura, Representative Director and President

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Scheduled date of filing of quarterly securities report: November 13, 2015 Scheduled date of start of dividend payment: December 7, 2015

Preparation of quarterly results presentation materials: Yes

Holding of quarterly results briefing meeting:

Yes (for institutional investors and analysts)

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

## 1. Consolidated Operating Results for the First Six Months of FY2016 (from April 1, 2015 to September 30, 2015)

(1) Consolidated Operating Results

(Percentages indicate year-on-year changes.)

	Net sales		Operating inc	come	Ordinary inc	ome	Profit attributa owners of pa	
Six months ended	Millions of yen	%	Millions of yen	%	Millions of yen	%	Millions of yen	%
Sep. 30, 2015	188,023	4.0	12,508	17.4	13,054	15.1	8,288	6.6
Sep. 30, 2014	180,833	2.6	10,653	(23.3)	11,342	(22.0)	7,775	(34.2)

Note: Comprehensive income Six months ended September 30, 2015: 8,269 million yen [(36.4)%] Six months ended September 30, 2014: 13,003 million yen [(14.6)%]

	Basic earnings	Diluted earnings per
	per share	share
Six months ended	Yen	Yen
Sep. 30, 2015	81.15	_
Sep. 30, 2014	76.13	_

### (2) Consolidated Financial Position

	Total assets	Net assets	Equity ratio
	Millions of yen	Millions of yen	%
As of Sep. 30, 2015	342,454	265,585	74.5
As of Mar. 31, 2015	333,933	259,949	74.8

Reference: Equity

As of September 30, 2015: 255,158 million yen As of March 31, 2015: 249,707 million yen

### 2. Dividends

		Full Year Dividends					
	1st quarter-end	2 <sup>nd</sup> quarter-end	3 <sup>rd</sup> quarter-end	Year-end	For the year		
	Yen	Yen	Yen	Yen	Yen		
FY2015	_	25.00	_	25.00	50.00		
FY2016	_	30.00					
FY2016 (Forecast)			_	30.00	60.00		

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

## 3. Consolidated Results Forecasts for FY2016 (from April 1, 2015 to March 31, 2016)

(Percentages indicate year-on-year changes.)

	Net sale	:S	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	400,000	4.9	28,000	11.7	29,000	8.9	18,000	6.5	176.25

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 September 30, 2015	110,881,044 shares
As of March 31, 2015	110,881,044 shares

## b. Number of treasury shares at end of period

As of September 30, 2015	8,751,260 shares
As of March 31, 2015	8,750,654 shares

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

Six months ended September 30, 2015	102,130,144 shares
Six months ended September 30, 2014	102,134,454 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: "Explanation of forward-looking information, including consolidated results forecasts" 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 Six Months E	nded
S	epte	mber 30, 2015	2
	(1)	Explanation of the consolidated operating results	2
		Explanation of the consolidated financial position.	
		Explanation of forward-looking information, including consolidated results forecasts	
2.		Summary Information (Notes)	
	(1)	Changes in significant subsidiaries during the period	
	(2)	Application of specific accounting procedures for preparation of the quarterly consolidated final	incial
	. ,	statements	_
	(3)	Changes in accounting policies, changes in accounting estimates, and restatement	
3.	` ′	Quarterly Consolidated Financial Statements	
	(1)	Quarterly consolidated balance sheets.	5
	(2)	Quarterly consolidated statements of income and comprehensive income	7
	(	Quarterly consolidated statements of income (Cumulative)	7
	(	Quarterly consolidated statements of comprehensive income (Cumulative)	8
	(3)	Quarterly consolidated statements of cash flows.	9
	(4)	Notes to quarterly consolidated financial statements	11
	(	Notes on going concern assumptions)	11
		Notes in the event of substantial changes in shareholders' equity)	
		Segment information, etc.)	

## 1. Qualitative Information on Quarterly Consolidated Financial Results for the Six Months Ended September 30, 2015

### (1) Explanation of the consolidated operating results

During the first six months of the fiscal year ending March 31, 2016, the Japanese economy gradually recovered on the back of continuing results from various economic measures and improvements in the employment and income environments. However, the slowdown of overseas economies including China and other emerging nations in Asia meant that downside risks still remained.

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 cost reductions and promoted aggressive marketing activities in its efforts to face an increasingly competitive sales environment.

As a result, net sales were \(\frac{\pmathbf{\text{\ti}\text{\text

The foreign exchange rate for the period was \(\frac{\text{\$\texittit{\$\text{\$\text{\$\text{\$\text{\$\text{\$\text{\$\text{\$\text{\$\

The operating results by segment are as follows.

In the Seafood Segment, the price of fish has continued to rise since last fiscal year due mainly to yen depreciation, and although we conducted aggressive sales activities of processed seafood products targeting convenience stores and deli food businesses of mass retailers, we faced harsher sales competition and the negative impact of being unable to fully shift the increased cost of ingredients onto sales prices. As a result, segment sales were \frac{\frac{1}}{32} million (down 3.1% year on year) and segment loss was \frac{\frac{2}}{232} million (compared with a segment loss of \frac{\frac{2}}{381} million in the corresponding period of the previous fiscal year).

As for the Overseas Instant Noodles Segment, amid a harsh sales environment in the U.S. domestic market, where the food service industry grew on the back of a recovery in employment and processed food manufacturers competed against one another to secure special sales slots, sales were down, despite efforts to strengthen partnerships with major mass retailers. In Mexico, the local currency progressively depreciated, and the sales volume declined. As a result, segment sales decreased on a local currency base. However, as a result of yen depreciation, segment sales were \frac{\pmathbf{4}0,449}{\pmathbf{4}9} \text{ million (up 4.1% year on year). Segment profit was \frac{\pmathbf{5}}{5},690 \text{ million (up 9.0% year on year), due to higher utilization ratio at the Texas Plant and a decrease in raw ingredients prices, despite additional sales promotion expenses as a result of aggressive sales promotion activities.

In the Domestic Instant Noodles Segment, the impact of price revision led to a year-on-year decrease in cup-type noodle sales for the Japanese style noodle series centered on key branded products *Akai Kitsune Udon* and *Midori no Tanuki Ten Soba*, and for *Menzukuri*. A significant growth in sales was realized, however, for the open-priced products such as *Gotsu Mori*, resulting in increased sales for cup-type noodles as a whole. Total sales of bag-type noodles decreased year on year, owing to such factors as intensified competition. However, we have been making efforts in the form of aggressive sales promotion activities and new demand stimulation for *Maruchan Seimen*. As a result, segment sales were ¥53,944 million (up 5.6% year on year) and segment profit was ¥3,654 million (up 19.2% year on year).

In the Processed Foods Segment, aggressive sales activities led to increased rice sales for both aseptically packed cooked rice products, a core product, and for retort rice. Sales of freeze-dried products were also strong for the five-meal packages of packet soup, a core product. As a result, segment sales were ¥9,278 million (up 7.8% year on year) and segment profit was ¥317 million (up 185.9% year on year), partly due to the increase in sales combined with the stabilization of rice prices.

In the Cold-Storage Segment, aggressive marketing activities resulted in strong demand for product storage in cold storage facilities in the Higashi Ogishima district in particular, as well as elsewhere. As a result, segment sales were \pmu8,241 million (up 3.6% year on year). Segment profit was \pmu952 million (up 79.7% year on year) due to stability of temporary costs related to the construction of the Higashi Ogishima automatic warehouse and a reduction in business expenses owing to energy-saving measures, etc.

## (2) Explanation of the consolidated financial position

At the end of the second quarter of the fiscal year ending March 31, 2016, total assets increased \(\frac{\pmax}{2}\), 520 million from the previous fiscal year-end to \(\frac{\pmax}{3}\)42,454 million, and net assets increased \(\frac{\pmax}{5}\),635 million, to \(\frac{\pmax}{2}\)65,585 million. The main factors contributing to these results are as follows:

The main contributing factors for assets were increases in notes and accounts receivable - trade, securities, land and construction in progress. As for the main contributing factors for liabilities were increases in notes and accounts payable - trade and accrued expenses. Concerning the main contributing factor for net assets was an increase in retained earnings.

As a result of these factors, the equity ratio was 74.5%.

#### (Cash flows)

Cash and cash equivalents (hereafter, referred to as "cash") as of the end of the second quarter of the fiscal year ending March 31, 2016 decreased by \$7,164 million (21.3%) from the end of the previous fiscal year to \$26,515 million.

The respective cash flow positions during the six months ended September 30, 2015 are as follows.

Net cash provided by operating activities increased by ¥1,720 million (12.9%) compared with the corresponding period of the previous fiscal year to ¥15,086 million. The main contributing factors are increases in notes and accounts payable - trade and accrued expenses, despite an increase in notes and accounts receivable - trade.

Net cash used in investing activities decreased by ¥11,892 million (37.7%) compared with the corresponding period of the previous fiscal year to ¥19,622 million. The main contributing factors are a decrease in purchase of securities and an increase in proceeds from redemption of securities, despite an increase in purchase of property, plant and equipment.

Net cash used in financing activities decreased by \(\xi\)3,526 million (56.7%) compared with the corresponding period of the previous fiscal year to \(\xi\)2,696 million. The main contributing factor is a decrease in purchase of treasury shares of subsidiaries.

### (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, 2016, as announced on May 15, 2015, because the results for the first six 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 accounting standard for business combinations)

The Company and its domestic consolidated subsidiaries have applied the "Accounting Standard for Business Combinations" (ASBJ Statement No. 21, September 13, 2013), "Accounting Standard for Consolidated Financial Statements" (ASBJ Statement No. 22, September 13, 2013), "Accounting Standard for Business Divestitures" (ASBJ Statement No. 7, September 13, 2013), etc., effective from the first quarter ended June 30, 2015. As a

result, the method of recording the amount of difference caused by changes in the Company's ownership interests in subsidiaries in the case of subsidiaries under ongoing control of the Company was changed to one in which it is recorded as capital surplus, and the method of recording acquisition-related costs was changed to one in which they are recognized as expenses for the fiscal year in which they are incurred. Furthermore, for business combinations carried out on or after April 1, 2015, the accounting method was changed to one in which the reviewed acquisition cost allocation resulting from the finalization of the provisional accounting treatment is reflected in the quarterly consolidated financial statements for the quarterly period to which the date of business combination belongs. Moreover, changes were made to the presentation of net income and other items and the presentation for minority interests was changed to the presentation for non-controlling interests. In order to reflect these changes in presentation, the quarterly consolidated financial statements for the six months ended September 30, 2014 and the consolidated financial statements for the fiscal year ended March 31, 2015 were reclassified.

Application of the Accounting Standard for Business Combinations, etc. is in line with the transitional measures provided for in paragraph 58-2 (4) of the Accounting Standard for Business Combinations, paragraph 44-5 (4) of the Accounting Standard for Consolidated Financial Statements and paragraph 57-4 (4) of the Accounting Standard for Business Divestitures. Application of the said standards commenced as of the beginning of the first quarter of the fiscal year ending March 31, 2016, and will be prospectively continued.

The amount of impact from this application of accounting standards is immaterial.

## 3. Quarterly Consolidated Financial Statements

## (1) Quarterly consolidated balance sheets

		(Millions of ye
	As of end FY2015 (March 31, 2015)	As of end 2Q FY2016 (September 30, 2015)
Assets		
Current assets		
Cash and deposits	68,331	67,693
Notes and accounts receivable - trade	46,788	48,448
Securities	38,000	40,500
Merchandise and finished goods	17,241	16,474
Work in process	326	434
Raw materials and supplies	5,998	6,336
Deferred tax assets	1,574	1,747
Other	3,467	4,375
Allowance for doubtful accounts	(485)	(491)
Total current assets	181,243	185,517
Non-current assets		
Property, plant and equipment		
Buildings and structures, net	54,256	53,520
Machinery, equipment and vehicles, net	26,628	26,895
Land	32,913	36,127
Leased assets, net	3,538	3,237
Construction in progress	2,177	3,778
Other, net	1,154	1,072
Total property, plant and equipment	120,669	124,631
Intangible assets		
Other	3,232	3,333
Total intangible assets	3,232	3,333
Investments and other assets	,	,
Investment securities	26,745	26,894
Deferred tax assets	1,227	1,191
Net defined benefit asset	94	85
Other	721	799
Total investments and other assets	28,789	28,971
Total non-current assets	152,690	156,936
Total assets	333,933	342,454

		(Millions of ye
	As of end FY2015 (March 31, 2015)	As of end 2Q FY2016 (September 30, 2015)
Liabilities		
Current liabilities		
Notes and accounts payable - trade	24,770	27,016
Short-term loans payable	227	245
Current portion of long-term loans payable	30	40
Lease obligations	275	222
Accrued expenses	17,645	18,606
Income taxes payable	2,580	2,729
Deferred tax liabilities	2	2
Provision for directors' bonuses	49	85
Other	2,279	2,258
Total current liabilities	47,860	51,206
Non-current liabilities	·	
Lease obligations	4,179	4,022
Deferred tax liabilities	5,877	5,448
Provision for directors' retirement benefits	223	207
Net defined benefit liability	14,053	14,197
Asset retirement obligations	318	320
Other	1,470	1,466
Total non-current liabilities	26,123	25,662
Total liabilities	73,984	76,868
Net assets	,	,
Shareholders' equity		
Capital stock	18,969	18,969
Capital surplus	22,516	22,517
Retained earnings	200,821	206,556
Treasury shares	(8,220)	(8,224)
Total shareholders' equity	234,087	239,819
Accumulated other comprehensive income	- 4	
Valuation difference on available-for-sale		
securities	7,049	6,773
Deferred gains or losses on hedges	16	(16)
Foreign currency translation adjustment	8,217	8,169
Remeasurements of defined benefit plans	336	412
Total accumulated other comprehensive income	15,620	15,339
Non-controlling interests	10,241	10,426
Total net assets	259,949	265,585
Total liabilities and net assets	333,933	342,454

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

	2Q FY2015 (from April 1, 2014 to September 30, 2014)	2Q FY2016 (from April 1, 2015 to September 30, 2015)
Net sales	180,833	188,023
Cost of sales	117,479	120,866
Gross profit	63,354	67,156
Selling, general and administrative expenses	52,700	54,648
Operating income	10,653	12,508
Non-operating income	. ,	<b>,</b>
Interest income	160	188
Dividend income	215	219
Share of profit of entities accounted for using equity method	37	58
Foreign exchange gains	37	_
Rent income	188	179
Miscellaneous income	298	371
Total non-operating income	938	1,016
Non-operating expenses		
Interest expenses	118	141
Cost of lease revenue	49	43
Foreign exchange losses	_	85
Miscellaneous loss	82	200
Total non-operating expenses	249	470
Ordinary income	11,342	13,054
Extraordinary income		
Gain on sales of non-current assets	50	1
Subsidy income	343	-
Gain on bargain purchase	194	_
Other	10	0
Total extraordinary income	598	1
Extraordinary losses		
Loss on sales and retirement of non-current assets	59	50
Loss on valuation of shares of subsidiaries and associates	-	25
Impairment loss	28	224
Other	13	0
Total extraordinary losses	101	301
Income before income taxes and minority interests	11,839	12,754
Income taxes - current	3,983	4,645
Income taxes - deferred	(56)	(425)
Total income taxes	3,926	4,220
Profit	7,913	8,534
Profit attributable to non-controlling interests	137	246
Profit attributable to owners of parent	7,775	8,288

Comprehensive income attributable to non-

controlling interests

220

263

(1,295)

1,297

(31,514)

(6)

(1,155)

1,171

(19,622)

Payments of loans receivable

Collection of loans receivable

Net cash provided by (used in) investing activities

Other, net

		(Millions of yen)		
	2Q FY2015 (from April 1, 2014 to September 30, 2014)	2Q FY2016 (from April 1, 2015 to September 30, 2015)		
Cash flows from financing activities				
Increase in short-term loans payable	484	491		
Decrease in short-term loans payable	(475)	(473)		
Proceeds from long-term loans payable	_	30		
Repayments of long-term loans payable	(50)	(20)		
Purchase of treasury shares of subsidiaries	(3,390)	(2)		
Cash dividends paid	(2,543)	(2,547)		
Dividends paid to non-controlling interests	(114)	(72)		
Other, net	(134)	(102)		
Net cash provided by (used in) financing activities	(6,223)	(2,696)		
Effect of exchange rate change on cash and cash equivalents	944	67		
Net increase (decrease) in cash and cash equivalents	(23,427)	(7,164)		
Cash and cash equivalents at beginning of period	47,420	33,680		
Cash and cash equivalents at end of period	23,993	26,515		

(4) 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. Six months ended September 30, 2014 (from April 1, 2014 to September 30, 2014)
  - 1. Information relating to net sales, profit and loss by each reportable segment

(Millions of yen)

	Reportable segment										Amount reported on
	Seafood Segment	Overseas Instant Noodles Segment	Domestic Instant Noodles Segment	Frozen and Refrigerated Foods Segment	Processed Foods Segment	Cold- Storage Segment	Total	Other (Note 1)	Total	Adjust- ments (Note 2)	quarterly consoli- dated financial statements (Note 3)
Net sales											
Net sales to outside customers	17,273	38,860	51,071	34,583	8,603	7,957	158,349	22,516	180,866	(32)	180,833
Internal net sales or transfer between segments	464	_	1	_	0	461	927	246	1,174	(1,174)	_
Total	17,737	38,860	51,073	34,583	8,603	8,418	159,277	22,763	182,040	(1,206)	180,833
Segment profit (loss)	(81)	5,220	3,066	1,905	111	529	10,752	202	10,955	(301)	10,653

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 negative ¥32 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 ¥301 million in segment profit or loss adjustments include companywide expenses of negative ¥486 million which have not been allocated to each reportable segment, a ¥24 million adjustment to inventories, and other adjustments of ¥160 million. Companywide expenses refer mainly to general and administrative expenses which do not belong to any reportable segment. Other adjustments are mainly for the offset elimination of knowhow fees from overseas subsidiaries
- 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. Six months ended September 30, 2015 (from April 1, 2015 to September 30, 2015)
  - 1. Information relating to net sales, profit and loss by each reportable segment

(Millions of yen)

	Reportable segment										Amount reported on
	Seafood Segment	Overseas Instant Noodles Segment		Frozen and Refrigerated Foods Segment	Processed	Cold- Storage Segment	Total	Other (Note 1)	Total	Adjust- ments (Note 2)	quarterly consoli- dated financial statements (Note 3)
Net sales											
Net sales to outside customers	16,732	40,449	53,944	35,672	9,278	8,241	164,318	23,735	188,053	(30)	188,023
Internal net sales or transfer between segments	264	_	8	_	0	534	806	244	1,051	(1,051)	_
Total	16,996	40,449	53,952	35,672	9,278	8,775	165,125	23,979	189,104	(1,081)	188,023
Segment profit (loss)	(232)	5,690	3,654	2,041	317	952	12,423	364	12,788	(279)	12,508

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 negative ¥30 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 ¥279 million in segment profit or loss adjustments include companywide expenses of negative ¥472 million which have not been allocated to each reportable segment, a negative ¥75 million adjustment to inventories, and other adjustments of ¥268 million. Companywide expenses refer mainly to general and administrative expenses which do not belong to any reportable segment. Other adjustments are mainly for the offset elimination of knowhow fees from overseas subsidiaries.
- 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.