Consolidated Financial Statements as of and for the Year Ended March 31, 2017, and Independent Auditor's Report

## **Deloitte.**

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#### INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of Daiwa House Industry Co., Ltd.:

We have audited the accompanying consolidated balance sheet of Daiwa House Industry Co., Ltd. and its consolidated subsidiaries as of March 31, 2017, and the related consolidated statements of income, comprehensive income, changes in equity, and cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information, all expressed in Japanese yen.

#### 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 misstatement, whether due to fraud or error.

#### Auditor's Responsibility

Our responsibility is to 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 plan and 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 the auditor's judgment, 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, the auditor considers 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, but 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 referred to above present fairly, in all material respects, the consolidated financial position of Daiwa House Industry Co., Ltd. and its consolidated subsidiaries as of March 31, 2017, and the consolidated results of their operations and their cash flows for the year then ended in accordance with accounting principles generally accepted in Japan.

#### Convenience Translation

Our audit also comprehended the translation of Japanese yen amounts into U.S. dollar amounts and, in our opinion, such translation has been made in accordance with the basis stated in Note 1 to the consolidated financial statements. Such U.S. dollar amounts are presented solely for the convenience of readers outside Japan.

June 20, 2017

Member of Deloitte Touche Tohmatsu Limited

## Consolidated Balance Sheet March 31, 2017

|   | Million     | s of Yen    | Thousands of<br>U.S. Dollars<br>(Note 1) |  | Million     | s of Yen    | Thousands of<br>U.S. Dollars<br>(Note 1) |
|---|-------------|-------------|--|--|-------------|-------------|--|
| <u>ASSETS</u>   | 2017        | <u>2016</u> | 2017                                     | LIABILITIES AND EQUITY   | 2017        | <u>2016</u> | 2017                                     |
| CURRENT ASSETS:   |             |             |  | CURRENT LIABILITIES:   |             |             |  |
| Cash and cash equivalents (Notes 8 and 19)                | ¥ 213,310   | ¥ 188,923   | \$ 1,904,554                             | Short-term bank loans (Notes 8 and 19)                                     | ¥ 78,945    | ¥ 54,291    | \$ 704,866                               |
| Marketable securities (Notes 3 and 19)                    | 2,006       | 16          | 17,911                                   | Current portion of long-term debt (Notes 8, 18 and 19)                     | 72,110      | 44,328      | 643,839                                  |
| Lease receivables and investment assets (Notes 18 and 19) | 25,261      | 21,445      | 225,545                                  | Payables (Note 19):  |             |             |  |
| Short-term investments (Note 19)                          | 3,440       | 3,648       | 30,714                                   | Trade notes  | 182,463     | 137,625     | 1,629,134                                |
| Receivables (Notes 8 and 19):                             |             |             |  | Trade accounts   | 199,926     | 230,391     | 1,785,054                                |
| Trade notes   | 18,257      | 23,129      | 163,009                                  | Unconsolidated subsidiaries and associated companies                       | 843         | 479         | 7,527                                    |
| Trade accounts  | 297,018     | 258,535     | 2,651,946                                | Other accounts   | 93,893      | 126,883     | 838,330                                  |
| Unconsolidated subsidiaries and associated companies      |             | 92          |  | Deposits received from customers   | 113,851     | 107,531     | 1,016,527                                |
| Allowance for doubtful receivables                        | (7,654)     | (2,583)     | (68,339)                                 | Income taxes payable (Note 19)   | 52,511      | 60,429      | 468,848                                  |
| Inventories (Notes 4 and 8)                               | 624,285     | 640,165     | 5,573,973                                | Accrued bonuses  | 50,015      | 46,663      | 446,563                                  |
| Deferred tax assets (Note 15)                             | 40,730      | 35,407      | 363,661                                  | Provision for product warranties   | 7,096       | 7,099       | 63,357                                   |
| Prepaid expenses and other current assets (Note 8)        | 188,535     | 160,072     | 1,683,347                                | Asset retirement obligations (Note 10)                                     | 1,968       | 1,718       | 17,571                                   |
|   |             |             |  | Advances received  | 47,803      | 49,419      | 426,813                                  |
| Total current assets                                      | 1,405,188   | 1,328,849   | 12,546,321                               | Accrued expenses and other current liabilities                             | 120,549     | 106,934     | 1,076,330                                |
|   |             |             |  | Total current liabilities  | 1,021,973   | 973,790     | 9,124,759                                |
| PROPERTY, PLANT AND EQUIPMENT (Note 7):                   |             |             |  | LONG TERMALA DIVITIES  |             |             |  |
| Land (Notes 5, 6 and 8)                                   | 759,814     | 652,042     | 6,784,054                                | LONG-TERM LIABILITIES:   | 516.426     | 417.427     | 4 (11 02 (                               |
| Buildings and structures (Notes 6 and 8)                  | 892,596     | 819,612     | 7,969,607                                | Long-term debt (Notes 8, 18 and 19)  | 516,436     | 417,437     | 4,611,036                                |
| Machinery and equipment (Notes 6 and 8)                   | 130,459     | 124,520     | 1,164,813                                | Liability for employees' retirement benefits (Note 9)                      | 271,549     | 280,228     | 2,424,545                                |
| Furniture and fixtures (Note 6)                           | 56,269      | 53,633      | 502,402                                  | Deferred tax liabilities on land revaluation (Note 5)                      | 20,823      | 20,729      | 185,920                                  |
| Lease assets (Notes 6 and 18)                             | 22,546      | 20,453      | 201,304                                  | Long-term deposits received from the Company's club members                | 17,105      | 31,626      | 152,723                                  |
| Construction in progress (Note 6)                         | 76,868      | 27,958      | 686,320                                  | Lease deposits received (Note 19)  | 261,344     | 249,950     | 2,333,429                                |
| Total   | 1,938,552   | 1,698,218   | 17,308,500                               | Asset retirement obligations (Note 10)                                     | 37,595      | 32,999      | 335,670                                  |
| Accumulated depreciation                                  | (531,171)   | (507,513)   | (4,742,598)                              | Other long-term liabilities  | 79,158      | 69,059      | 706,766                                  |
| 1   |             |             |  | Total long-term liabilities  | 1,204,010   | 1,102,028   | 10,750,089                               |
| Net property, plant and equipment                         | 1,407,381   | 1,190,705   | 12,565,902                               | COMMITMENTS AND CONTINGENT LIABILITIES                                     |             |             |  |
| INVESTMENTS AND OTHER ASSETS:                             |             |             |  | (Notes 18, 20 and 21)  |             |             |  |
| Investment securities (Notes 3 and 19)                    | 240,101     | 237,278     | 2,143,759                                | EQUITY (Note 11):  |             |             |  |
| Investments in unconsolidated subsidiaries and associated | ,           | ,           | , ,                                      | Common stock - authorized, 1,900,000,000 shares; issued,                   |             |             |  |
| companies (Note 19)                                       | 80,004      | 83,686      | 714,321                                  | 666,238,205 shares in 2017 and 2016  | 161,699     | 161,699     | 1,443,741                                |
| Advances to unconsolidated subsidiaries and associated    | ,           | ,           | ,  | Capital surplus  | 311,394     | 311,226     | 2,780,304                                |
| companies   | 727         | 238         | 6,491                                    | Stock acquisition rights   | 116         | 39          | 1,036                                    |
| Long-term loans receivable                                | 12,804      | 13,550      | 114,321                                  | Retained earnings (Note 23)  | 734,242     | 591,851     | 6,555,732                                |
| Lease deposits (Note 19)                                  | 214,740     | 205,660     | 1,917,321                                | Treasury stock - at cost, 2,691,551 shares in 2017 and 2,429,422 shares in | 75 .,= .=   | 0,1,001     | 0,000,702                                |
| Deferred tax assets (Note 15)                             | 85,357      | 88,256      | 762,116                                  | 2016   | (8,451)     | (4,618)     | (75,455)                                 |
| Goodwill  | 52,892      | 54,413      | 472,250                                  | Accumulated other comprehensive income:                                    | (0,101)     | (1,010)     | (75,155)                                 |
| Other assets (Note 6)                                     | 59,327      | 58,148      | 529,707                                  | Unrealized gain on available-for-sale securities                           | 88,643      | 84,983      | 791,455                                  |
| Allowance for doubtful accounts                           | (2,636)     | (2,978)     | (23,536)                                 | Deferred gain (loss) on derivatives under hedge accounting                 | (5)         | 36          | (45)                                     |
|   |             |             |  | Land revaluation difference (Note 5)                                       | 3,495       | 702         | 31,205                                   |
| Total investments and other assets                        | 743,316     | 738,251     | 6,636,750                                | Foreign currency translation adjustments                                   | 17,273      | 24,399      | 154,223                                  |
|   | ,,. 10      | . 5 0,=0 1  | -,,,                                     | Total  | 1,308,406   | 1,170,317   | 11,682,196                               |
|   |             |             |  | Non-controlling interests  | 21,496      | 11,670      | 191,929                                  |
| TOTAL   | ¥ 3,555,885 | ¥ 3,257,805 | \$ 31,748,973                            | Total equity   | 1,329,902   | 1,181,987   | 11,874,125                               |
|   |             |             |  | i otai equity  | 1,329,902   | 1,101,70/   | 11,0/4,123                               |
| See notes to consolidated financial statements.           |             |             |  | TOTAL  | ¥ 3,555,885 | ¥ 3,257,805 | \$ 31,748,973                            |

#### Consolidated Statement of Income Year Ended March 31, 2017

|   | 2017  | Millions of Yen 2016   | <u>2015</u>  | Thousands of U.S. Dollars (Note 1)  |
|---|---|--|--|---|
| NET SALES   | ¥ 3,512,909   | ¥ 3,192,901  | ¥ 2,810,715  | \$ 31,365,259   |
| COST OF SALES   | 2,791,597   | 2,560,484  | 2,269,847  | 24,924,973  |
| Gross profit  | 721,312   | 632,417  | 540,868  | 6,440,286   |
| SELLING, GENERAL AND ADMINISTRATIVE EXPENSES (Note 16)  | 411,220   | 389,316  | 360,516  | 3,671,607   |
| Operating income  | 310,092   | 243,101  | 180,352  | 2,768,679   |
| OTHER INCOME (EXPENSES):  Interest income and dividends Interest expense Write-down of investment securities (Note 3) Loss on sales and disposal of property, plant and equipment Gain on revision of employees' retirement benefit plan (Note 9) Gain on sales of investment securities (Note 3) Amortization of actuarial gain (loss) for employees' retirement benefits (Note 9) Actuarial loss due to a change of discount rate Impairment loss on property, plant and equipment (Note 6) Losses from a natural disaster Other - net (Note 14)  Other income (expenses) - net  INCOME BEFORE INCOME TAXES  INCOME TAXES (Note 15): Current Deferred | 6,896<br>(5,143)<br>(38)<br>(1,533)<br>987<br>(4,340)<br>(752)<br>(11,304)<br>(15,227)<br>294,865 | 7,016<br>(5,049)<br>(1,287)<br>(835)<br>10,078<br>(9,182)<br>(84,960)<br>(3,311)<br>644<br>(86,886)<br>156,215 | 6,576<br>(5,129)<br>(921)<br>(524)<br>9,394<br>3,272<br>21,047<br>(11,183)<br>(1,793)<br>20,739<br>201,091<br>58,451<br>25,101 | 61,571<br>(45,920)<br>(339)<br>(13,688)<br>8,813<br>(38,750)<br>(6,714)<br>(100,929)<br>(135,956)<br>2,632,723<br>856,286<br>(34,215) |
| Total income taxes  | 92,072  | 51,545   | 83,552   | 822,071   |
| NET INCOME  | 202,793   | 104,670  | 117,539  | 1,810,652   |
| NET INCOME ATTRIBUTABLE TO NON-CONTROLLING INTERESTS  | (1,092)   | (1,092)  | (406)  | (9,750)   |
| NET INCOME ATTRIBUTABLE TO OWNERS OF THE PARENT   | ¥ 201,701   | ¥ 103,578  | ¥ 117,133  | \$ 1,800,902  |
|   |   | Yen  |  | U.S. Dollars<br>(Note 1)  |
| PER SHARE OF COMMON STOCK (Note 12): Basic net income Diluted net income Cash dividends applicable to the year  | ¥304.14<br>304.05<br>92.00  | ¥156.40<br>155.83<br>80.00   | ¥177.74<br>60.00   | \$2.72<br>2.71<br>0.82  |

See notes to consolidated financial statements.

#### **Consolidated Statement of Comprehensive Income Year Ended March 31, 2017**

|   | 2017              | Millions of Yen 2016 | 2015            | Thousands of U.S. Dollars (Note 1)  2017 |
|---|-------------------|----------------------|-----------------|--|
| NET INCOME  | ¥ 202,793         | ¥ 104,670            | ¥ 117,539       | \$ 1,810,652                             |
| OTHER COMPREHENSIVE INCOME (LOSS) (Note 22): Unrealized gain on available-for-sale securities       | 3,728             | 633                  | 33,820          | 33,286                                   |
| Deferred gain (loss) on derivatives under hedge   | 3,726             | 033                  | 33,620          | 33,200                                   |
| accounting  | (41)              | (49)                 | 74              | (366)                                    |
| Land revaluation difference   |                   | 1,112                | 2,222           |  |
| Foreign currency translation adjustments<br>Share of other comprehensive income (loss) in           | (2,361)           | (4,712)              | 5,551           | (21,080)                                 |
| associated companies  | (4,862)           | (3,717)              | 6,730           | (43,411)                                 |
| Total other comprehensive   |                   |                      |                 |  |
| income (loss)   | (3,536)           | (6,733)              | 48,397          | (31,571)                                 |
| COMPREHENSIVE INCOME  | ¥ 199,257         | ¥ 97,937             | ¥ 165,936       | \$ 1,779,081                             |
| TOTAL COMPREHENSIVE INCOME<br>ATTRIBUTABLE TO:<br>Owners of the parent<br>Non-controlling interests | ¥198,193<br>1,064 | ¥97,027<br>910       | ¥165,493<br>443 | \$1,769,581<br>9,500                     |

See notes to consolidated financial statements.

#### Consolidated Statement of Changes in Equity Year Ended March 31, 2017

|  | Thousands   |                 |                    |                                |                          |                   | Milli  | ions of Yen  |                                   |   |                                       |                                  |                                       |
|--|---|-----------------|--------------------|--------------------------------|--------------------------|-------------------|--|--|-----------------------------------|---|---------------------------------------|----------------------------------|---------------------------------------|
| -  |   | -               |                    |                                |                          |                   |  | cumulated Other Com  | prehensive Incor                  | ne  |                                       |                                  | _                                     |
| _  | Number of<br>Shares of<br>Common Stock<br>Outstanding | Common<br>Stock | Capital<br>Surplus | Stock<br>Acquisition<br>Rights | Retained<br>Earnings     | Treasury Stock    | Unrealized<br>Gain on<br>Available-for-<br>Sale Securities | Deferred Gain (Loss) on Derivatives under Hedge Accounting | Land<br>Revaluation<br>Difference | Foreign<br>Currency<br>Translation<br>Adjustments | Total                                 | Non-<br>controlling<br>Interests | Total Equity                          |
| BALANCE, MARCH 31, 2014 (April 1, 2014, as previously reported) Cumulative effects of accounting change  | 659,122   | ¥ 161,699       | ¥ 294,632          | ¥ 39                           | ¥ 465,720<br>(9,429)     | ¥ (1,256)         | ¥ 50,498   | ¥ 10   | ¥ (5,242)                         | ¥ 20,457  | ¥ 986,557<br>(9,429)                  | ¥ 6,130<br>(0)                   | ¥ 992,687<br>(9,429)                  |
| BALANCE, APRIL 1, 2014 (as restated)   | 659,122   | 161,699         | 294,632            | 39                             | 456,291                  | (1,256)           | 50,498   | 10   | (5,242)                           | 20,457  | 977,128                               | 6,130                            | 983,258                               |
| Net income attributable to owners of the parent Cash dividends, ¥55.0 per share Change in scope of consolidation Transfer due to sales and impairment of |   |                 |                    |                                | 117,133<br>(36,251)<br>8 |                   |  |  |                                   |   | 117,133<br>(36,251)<br>8              |                                  | 117,133<br>(36,251)<br>8              |
| land Purchase of treasury stock  | (320)   |                 |                    |                                | (2,541)                  | (710)             |  |  |                                   |   | (2,541)<br>(710)                      |                                  | (2,541)<br>(710)                      |
| Disposal of treasury stock Net change in the year  | 0   |                 | 0                  |                                |                          | 0                 | 34,180   | <u>74</u>  | 4,785                             | 11,861  | 50,900                                | 1,020                            | 0<br>51,920                           |
| BALANCE, APRIL 1, 2015   | 658,802   | 161,699         | 294,632            | 39                             | 534,640                  | (1,966)           | 84,678   | 84   | (457)                             | 32,318  | 1,105,667                             | 7,150                            | 1,112,817                             |
| Net income attributable to owners of the parent Cash dividends, ¥70.0 per share Increase by share exchanges Change in treasury stock of parent arising   | 5,817   |                 | 16,594             |                                | 103,578<br>(46,320)      |                   |  |  |                                   |   | 103,578<br>(46,320)<br>16,594         |                                  | 103,578<br>(46,320)<br>16,594         |
| from transactions with non-controlling<br>shareholders<br>Transfer due to sales and impairment of<br>land  |   |                 | 0                  |                                | (47)                     |                   |  |  |                                   |   | 0<br>(47)                             |                                  | 0<br>(47)                             |
| Purchase of treasury stock Disposal of treasury stock Net change in the year   | (810)<br>0  |                 | 0                  |                                | (47)                     | (2,652)<br>0      | 305  | _(48)  | 1,159                             | (7,919)   | (2,652)<br>0<br>(6,503)               | 4,520                            | (2,652) $0$ $(1,983)$                 |
| BALANCE, APRIL 1, 2016   | 663,809   | 161,699         | 311,226            | 39                             | 591,851                  | (4,618)           | 84,983   | 36   | 702                               | 24,399  | 1,170,317                             | 11,670                           | 1,181,987                             |
| Net income attributable to owners of the parent Cash dividends, ¥85.0 per share Change in treasury stock of parent arising                               | 555,500   | ,077            | 2.1,220            | 37                             | 201,701<br>(56,516)      | (,,,,,,,)         | 0.,,,00  |  | , , , _                           | - 1,5277  | 201,701<br>(56,516)                   | 22,070                           | 201,701<br>(56,516)                   |
| from transactions with non-controlling shareholders  |   |                 | 127                |                                |                          |                   |  |  |                                   |   | 127                                   |                                  | 127                                   |
| Transfer due to sales and impairment of land Purchase of treasury stock Disposal of treasury stock Net change in the year                                | (3,844)<br>3,582                                      |                 | 41                 | <u>77</u>                      | (2,794)                  | (12,191)<br>8,358 | 3,660  | (41)   | 2,793                             | (7,126)   | (2,794)<br>(12,191)<br>8,399<br>(637) | 9,826                            | (2,794)<br>(12,191)<br>8,399<br>9,189 |
| BALANCE, MARCH 31, 2017  | 663,547   | ¥ 161,699       | ¥ 311,394          | ¥ 116                          | ¥ 743,242                | <u>¥ (8,451</u> ) | ¥ 88,643   | <u>¥ (5</u> )  | ¥ 3,495                           | ¥ 17,273  | ¥ 1,308,406                           | ¥ 21,496                         | ¥ 1,329,902                           |

(Continued)

#### Consolidated Statement of Changes in Equity Year Ended March 31, 2017

|  |                 |                    |  |                        |                |  | f U.S. Dollars (Note 1                                     | /                                 |   |                        |                                  |                        |
|--|-----------------|--------------------|--|------------------------|----------------|--|--|-----------------------------------|---|------------------------|----------------------------------|------------------------|
|  |                 |                    | Accumulated Other Comprehensive Income |                        |                |  |  | me                                |   |                        |                                  |                        |
|  | Common<br>Stock | Capital<br>Surplus | Stock<br>Acquisition<br>Rights         | Retained<br>Earnings   | Treasury Stock | Unrealized<br>Gain on<br>Available-for-<br>Sale Securities | Deferred Gain (Loss) on Derivatives under Hedge Accounting | Land<br>Revaluation<br>Difference | Foreign<br>Currency<br>Translation<br>Adjustments | Total                  | Non-<br>controlling<br>Interests | Total Equity           |
| BALANCE, APRIL 1, 2016   | \$ 1,443,741    | \$ 2,778,804       | \$ 348                                 | \$ 5,284,384           | \$ (41,232)    | \$ 758,777   | \$ 321   | \$ 6,268                          | \$ 217,848  | \$ 10,449,259          | \$ 104,196                       | \$ 10,553,455          |
| Net income attributable to owners of the parent<br>Cash dividends, \$0.82 per share<br>Change in treasury stock of parent arising from transactions with |                 |                    |  | 1,800,902<br>(504,607) |                |  |  |                                   |   | 1,800,902<br>(504,607) |                                  | 1,800,902<br>(504,607) |
| non-controlling shareholders   |                 | 1,134              |  |                        |                |  |  |                                   |   | 1,134                  |                                  | 1,134                  |
| Transfer due to sales and impairment of land   |                 | -,                 |  | (24,947)               |                |  |  |                                   |   | (24,947)               |                                  | (24,947)               |
| Purchase of treasury stock   |                 |                    |  |                        | (108,848)      |  |  |                                   |   | (108,848)              |                                  | (108,848)              |
| Disposal of treasury stock   |                 | 366                |  |                        | 74,625         |  |  |                                   |   | 74,991                 |                                  | 74,991                 |
| Net change in the year   |                 |                    | 688                                    |                        |                | 32,678   | (366)  | 24,937                            | (63,625)  | (5,688)                | 87,733                           | 82,045                 |
| BALANCE, MARCH 31, 2017  | \$ 1,443,741    | \$ 2,780,304       | \$ 1,036                               | \$ 6,555,732           | \$ (75,455)    | \$ 791,455   | <u>\$ (45)</u>   | \$ 31,205                         | \$ 154,223  | \$ 11,682,196          | \$ 191,929                       | \$ 11,874,125          |

See notes to consolidated financial statements.

#### Consolidated Statement of Cash Flows Year Ended March 31, 2017

|   |             |                 |             | Thousands of U.S. Dollars |
|---|-------------|-----------------|-------------|---------------------------|
|   |             | Millions of Yen |             | (Note 1)                  |
|   | <u>2017</u> | <u>2016</u>     | <u>2015</u> | <u>2017</u>               |
| OPERATING ACTIVITIES:   |             |                 |             |                           |
| Income before income taxes  | ¥ 294,865   | ¥ 156,215       | ¥ 201,091   | \$ 2,632,723              |
| Adjustments for:  |             |                 |             |                           |
| Income taxes - paid   | (106,575)   | (58,147)        | (77,185)    | (951,563)                 |
| Depreciation  | 59,598      | 56,516          | 53,284      | 532,125                   |
| Write-down of investment securities   | 38          | 1,287           | 921         | 339                       |
| Loss on sales and disposal of property, plant and equipment                                     | 1,533       | 835             | 524         | 13,688                    |
| Impairment loss on property, plant and equipment  | 4,340       | 3,311           | 11,183      | 38,750                    |
| Equity in earnings (losses) of associated companies   | 1,275       | 575             | (12)        | 11,384                    |
| Changes in certain assets and liabilities, net of consolidation:                                |             |                 |             |                           |
| Increase in receivables   | (33,784)    | (23,426)        | (16,194)    | (301,643)                 |
| Decrease (increase) in inventories  | 8,944       | (36,080)        | (80,287)    | 79,857                    |
| Increase in payables  | 13,941      | 27,199          | 39,103      | 124,473                   |
| Increase in deposits received from customers  | 6,412       | 14,613          | 19,947      | 57,250                    |
| Increase (decrease) in advances received  | (1,010)     | 9,588           | (411)       | (9,018)                   |
| decrease in liability for employees' retirement benefits  | (8,680)     | 97,276          | (39,766)    | (77,500)                  |
| Other - net   | 46,795      | 28,735          | 27,267      | 417,813                   |
| Total adjustments   | (7,173)     | 122,282         | (61,626)    | (64,045)                  |
| Net cash provided by operating activities   | 287,692     | 278,497         | 139,465     | 2,568,678                 |
| INVESTING ACTIVITIES:   |             |                 |             |                           |
| Purchases of property, plant and equipment  | (323,184)   | (178,180)       | (232,212)   | (2,885,571)               |
| Purchases of investment securities  | (16,474)    | (15,845)        | (9,134)     | (147,089)                 |
| Increase in investments in and advances to unconsolidated subsidiaries and associated companies | (8,385)     | (11,375)        | (7,519)     | (74,866)                  |
| Decrease in investments in and advances to unconsolidated subsidiaries and associated companies | 1,753       | 1,049           | 1,645       | 15,652                    |
| Proceeds from sales and redemption of investment securities                                     | 17,962      | 18,791          | 11,240      | 160,375                   |
| Proceeds from sales of property, plant and equipment  | 1,741       | 2,763           | 2,605       | 15,545                    |
| Purchases of investments in subsidiaries  |             |                 | (138)       |                           |
| Payments for purchases of shares of newly consolidated subsidiaries (Note 17)                   | (5,476)     | (9,534)         | (1,207)     | (48,893)                  |
| Decrease in lease deposits  | (7,224)     | (5,283)         | (6,546)     | (64,500)                  |
| Payments for acquisition of business  |             | (111)           | (406)       |                           |
| Other - net   | (4,357)     | (4,723)         | 6,645       | (38,903)                  |
| Net cash used in investing activities   | ¥ (343,644) | ¥ (202,448)     | ¥ (235,027) | \$ (3,068,250)            |

(Continued)

#### Consolidated Statement of Cash Flows Year Ended March 31, 2017

|   |      |                    | M:11;                   | one of Von |      |           | U.               | ousands of<br>S. Dollars |
|---|------|--------------------|-------------------------|------------|------|-----------|------------------|--------------------------|
|   | 2017 |                    | Millions of Yen<br>2016 |            | 2015 |           | (Note 1)<br>2017 |                          |
|   |      | 2017               |                         | 2010       |      | 2015      |                  | 2017                     |
| FINANCING ACTIVITIES:   |      |                    |                         |            |      |           |                  |                          |
| Net increase (decrease) in short-term bank loans  | ¥    | 17,188             | ¥                       | (24,303)   | ¥    | 48,670    | \$               | 153,464                  |
| Net increase (decrease) in commercial paper   |      |                    |                         | (72,000)   |      | 72,000    |                  |                          |
| Proceeds from long-term debt (Loans from banks)   |      | 108,049            |                         | 61,704     |      | 134,083   |                  | 964,723                  |
| Repayments of long-term debt (Loans from banks)   |      | (72,845)           |                         | (46,641)   |      | (66,234)  |                  | (650,402)                |
| Proceeds from issuance of bonds   |      | 100,000            |                         |            |      | 80,000    |                  | 892,857                  |
| Redemption of bonds   |      | (10,086)           |                         | (610)      |      | (100,135) |                  | (90,054)                 |
| Payments from changes in ownership interests in subsidiaries that do not result in change in scope of |      | (4.2)              |                         | (60)       |      |           |                  | (4.4.5)                  |
| consolidation   |      | (13)               |                         | (60)       |      |           |                  | (116)                    |
| Proceeds from changes in ownership interests in subsidiaries that do not result in change in scope of |      | 006                |                         |            |      |           |                  | <b>5.35</b> 5            |
| consolidation   |      | 826                |                         | (0.751)    |      | (2.127)   |                  | 7,375                    |
| Repayments of finance lease obligations   |      | (2,992)            |                         | (2,751)    |      | (3,137)   |                  | (26,714)                 |
| Proceeds from share issuance to non-controlling shareholders  |      | 2,603              |                         | 3,635      |      | 258       |                  | 23,241                   |
| Repayments to non-controlling shareholders Purchase of treasury stock                                 |      | (2)<br>(12,191)    |                         | (4)        |      | (52)      |                  | (18)<br>(108,848)        |
| Proceeds from disposal of treasury stock  |      | 8,362              |                         | (2,652)    |      | (52)      |                  | 74,661                   |
| Dividends paid to shareholders  |      | (56,516)           |                         | (46,320)   |      | (36,251)  |                  | (504,607)                |
| Dividends paid to snareholders  Dividends paid to non-controlling interests                           |      | (30,310) $(2,155)$ |                         | (184)      |      | (30,231)  |                  | (19,241)                 |
| Proceeds from issuance of stock acquisition rights  |      | 115                |                         | (104)      |      |           |                  | 1,027                    |
| Other - net   |      | (256)              |                         |            |      |           |                  | (2,285)                  |
| Other - net   |      | (230)              |                         |            |      |           |                  | (2,263)                  |
| Net cash provided by (used in) financing activities   |      | 80,087             | (                       | (130,185)  |      | 129,203   |                  | 715,063                  |
| FOREIGN CURRENCY TRANSLATION ADJUSTMENTS ON CASH AND CASH EQUIVALENTS                                 |      | 252                |                         | (4,739)    |      | 2,137     |                  | 2,250                    |
|   |      |                    |                         |            |      |           |                  |                          |
| NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS  |      | 24,387             |                         | (58,875)   |      | 35,778    |                  | 217,741                  |
| CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR  |      | 188,923            |                         | 234,544    |      | 198,734   |                  | 1,686,813                |
| INCREASE IN CASH AND CASH EQUIVALENTS FROM NEWLY CONSOLIDATED SUBSIDIARY                              |      |                    |                         | 14         |      | 32        |                  |                          |
| INCREASE IN CASH AND CASH EQUIVALENTS RESULTING FROM SHARE EXCHANGES (Note 17)                        |      |                    |                         | 13,240     |      |           |                  |                          |
| CASH AND CASH EQUIVALENTS, END OF YEAR  | ¥    | 213,310            | ¥                       | 188,923    | ¥    | 234,544   | \$               | 1,904,554                |

See notes to consolidated financial statements.

Notes to Consolidated Financial Statements Year Ended March 31, 2017

#### 1. BASIS OF PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS

The accompanying consolidated financial statements have been prepared in accordance with the provisions set forth in the Japanese Financial Instruments and Exchange Act and its related accounting regulations and in accordance with accounting principles generally accepted in Japan ("Japanese GAAP"), which are different in certain respects as to the application and disclosure requirements of International Financial Reporting Standards.

In preparing these consolidated financial statements, certain reclassifications and rearrangements have been made to the consolidated financial statements issued domestically in order to present them in a form which is more familiar to readers outside Japan. In addition, certain reclassifications have been made in the 2016 and 2015 consolidated financial statements to conform to the classifications used in 2017.

The consolidated financial statements are stated in Japanese yen, the currency of the country in which Daiwa House Industry Co., Ltd. (the "parent company") is incorporated and operates. The translations of Japanese yen amounts into U.S. dollar amounts are included solely for the convenience of readers outside Japan and have been made at the rate of \(\frac{\pmathbf{1}}{12}\) to \(\frac{\pmathbf{1}}{1}\), the approximate rate of exchange at March 31, 2017. Such translations should not be construed as representations that the Japanese yen amounts could be converted into U.S. dollars at that or any other rate.

#### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. Consolidation - The consolidated financial statements as of March 31, 2017 include the accounts of the parent company and its 162 significant (142 in 2016 and 119 in 2015) subsidiaries (together, the "Company").

Under the control and influence concepts, those companies in which the parent company, directly or indirectly, is able to exercise control over operations are fully consolidated, and those companies over which the Company has the ability to exercise significant influence are accounted for by the equity method.

Osaka Castle Park Management Co., Ltd. was not consolidated, though the Company owns a majority of its voting rights, because the joint arrangement specifies that unanimous consent of the parties is required to determine the significant financial and business policies.

Investments in 28 (25 in 2016 and 22 in 2015) associated companies are accounted for by the equity method.

Investments in the remaining unconsolidated subsidiaries and associated companies are stated at cost. If the equity method of accounting had been applied to the investments in these companies, the effect on the accompanying consolidated financial statements would not be material.

Goodwill that represents the excess of the cost of an acquisition over the fair value of the net assets of an acquired subsidiary at the date of acquisition is amortized over a period not exceeding 20 years.

All significant intercompany balances and transactions have been eliminated in consolidation. All material unrealized profit included in assets resulting from transactions within the Company is also eliminated.

During the year ended March 31, 2017, 25 subsidiaries were included in the consolidation as a result of new formation or acquisition and five subsidiaries were excluded from the consolidation as a result of liquidation or merger.

During the year ended March 31, 2016, 27 subsidiaries were included in the consolidation as a result of new formation or acquisition and four subsidiaries were excluded from the consolidation as a result of liquidation or merger.

- b. Unification of Accounting Policies Applied to Foreign Subsidiaries for the Consolidated Financial Statements Under Accounting Standards Board of Japan ("ASBJ") Practical Issues Task Force ("PITF") No. 18, "Practical Solution on Unification of Accounting Policies Applied to Foreign Subsidiaries for the Consolidated Financial Statements" the accounting policies and procedures applied to a parent company and its subsidiaries for similar transactions and events under similar circumstances should in principle be unified for the preparation of the consolidated financial statements. However, financial statements prepared by foreign subsidiaries in accordance with either International Financial Reporting Standards or generally accepted accounting principles in the United States of America (Financial Accounting Standards Board Accounting Standards Codification—"FASB ASC") tentatively may be used for the consolidation process, except for the following items that should be adjusted in the consolidation process so that net income is accounted for in accordance with Japanese GAAP, unless they are not material: (a) amortization of goodwill; (b) scheduled amortization of actuarial gain or loss of pensions that has been recorded in equity through other comprehensive income; (c) expensing capitalized development costs of R&D; and (d) cancellation of the fair value model of accounting for property, plant and equipment and investment properties and incorporation of the cost model of accounting.
- c. Unification of Accounting Policies Applied to Foreign Associated Companies for the Equity Method ASBJ Statement No. 16, "Accounting Standard for Equity Method of Accounting for Investments," requires adjustments to be made to conform the associate's accounting policies for similar transactions and events under similar circumstances to those of the parent company when the associate's financial statements are used in applying the equity method unless it is impracticable to determine such adjustments. In addition, financial statements prepared by foreign associated companies in accordance with either International Financial Reporting Standards or generally accepted accounting principles in the United States of America tentatively may be used in applying the equity method if the following items are adjusted so that net income is accounted for in accordance with Japanese GAAP, unless they are not material: (a) amortization of goodwill; (b) scheduled amortization of actuarial gain or loss of pensions that has been recorded in equity through other comprehensive income; (c) expensing capitalized development costs of R&D; and (d) cancellation of the fair value model of accounting for property, plant and equipment and investment properties and incorporation of the cost model of accounting.

- Business Combinations Business combinations are accounted for using the purchase method. Acquisition-related costs, such as advisory fees or professional fees, are accounted for as expenses in the periods in which the costs are incurred. If the initial accounting for a business combination is incomplete by the end of the reporting period in which the business combination occurs, an acquirer shall report in its financial statements provisional amounts for the items for which the accounting is incomplete. During the measurement period, which shall not exceed one year from the acquisition, the acquirer shall retrospectively adjust the provisional amounts recognized at the acquisition date to reflect new information obtained about facts and circumstances that existed as of the acquisition date and that would have affected the measurement of the amounts recognized as of that date. Such adjustments shall be recognized as if the accounting for the business combination had been completed at the acquisition date. A parent's ownership interest in a subsidiary might change if the parent purchases or sells ownership interests in its subsidiary. The carrying amount of non-controlling interest is adjusted to reflect the change in the parent's ownership interest in its subsidiary while the parent retains its controlling interest in its subsidiary. Any difference between the fair value of the consideration received or paid and the amount by which the non-controlling interest is adjusted is accounted for as capital surplus as long as the parent retains control over its subsidiary.
- e. Cash and Cash Equivalents Cash equivalents are short-term investments that are readily convertible into cash and exposed to insignificant risk of changes in value. Cash equivalents include time deposits, all of which mature or become due within three months of the date of acquisition.
- f. Marketable and Investment Securities Marketable and investment securities are classified and accounted for, depending on management's intent, as follows: i) held-to-maturity debt securities, which are expected to be held to maturity with the positive intent and ability to hold to maturity are reported at amortized cost and ii) available-for-sale securities, which are not classified as held-to-maturity securities.

Marketable available-for-sale securities are stated at fair value estimated by using the average market prices during the last month of the fiscal year, with unrealized gains and losses, net of applicable taxes, reported in a separate component of equity. The costs of their sales are determined by the moving-average method.

Non-marketable available-for-sale securities are stated at cost determined by the moving-average method. For other-than-temporary declines in fair value, investment securities are reduced to net realizable value by a charge to income.

Investment securities, investments in unconsolidated subsidiaries and associated companies and long-term loans receivable pledged as collateral for an associated company and other items were \(\frac{4}{2}\)8 million (\(\frac{4}{2}\)9 thousand), \(\frac{2}{3}\)1 million (\(\frac{3}{2}\)1 thousand) and \(\frac{4}{2}\)8 million (\(\frac{2}{5}\)0 thousand), respectively as of March 31, 2017. Stocks of consolidated subsidiaries used as collateral amounted to \(\frac{4}{3}\)39 million (\(\frac{3}{3}\),563 thousand) as of March 31, 2017, which have been eliminated in the consolidated financial statements. The amounts of investment securities loaned under securities lending agreements were \(\frac{4}{3}\),990 million (\(\frac{3}{3}\),625 thousand) as of March 31, 2017. Investment securities deposited in accordance with the Act on Assurance of Performance of Specified Housing Defect Warranty were \(\frac{4}{3}\)4,430 million (\(\frac{3}{3}\)9,554 thousand) as of March 31, 2017. Receivables, marketable securities and investments in capital (other assets) pledged as collateral in substitutes for deposits of certain construction and advertisement contracts were \(\frac{4}{9}\)6 million (\(\frac{8}{5}\)7 thousand), \(\frac{4}{5}\)0 million (\(\frac{8}{2}\)50 thousand), respectively as of March 31, 2017.

g. Short-Term Investments - Short-term investments are time deposits, all of which mature or become due later than three months after the date of acquisition. Time deposits pledged as collateral in substitutes for deposits of certain construction and advertisement contracts were \(\frac{1}{3}\),368 million (\(\frac{1}{3}\)0,071 thousand) as of March 31, 2017.

- h. Inventories Inventories of land, residential homes and condominiums, and construction projects in progress are stated at the lower of cost, determined by the specific identified cost method, or net selling value. Construction materials and supplies are stated at the lower of cost, determined by the average method, or net selling value. Merchandises and products are stated at the lower of cost, determined by the retail method as generally.
- i. Property, Plant and Equipment Property, plant and equipment are stated at cost. Depreciation is computed substantially by the declining-balance method while the straight-line method is applied to buildings acquired after April 1, 1998, and building improvements and structures acquired after April 1, 2016. Lease assets are depreciated by the straight-line method over the respective lease periods. The range of useful lives is principally from 15 to 50 years for buildings and structures, from 10 to 13 years for machinery and equipment, from five to 15 years for furniture and fixtures and from three to 20 years for lease assets. Buildings and structures pledged as collateral for lease deposits received of \mathbb{16} million (\mathbb{13} thousand) and other current liabilities of \mathbb{11} million (\mathbb{9} thousand) were \mathbb{17} million (\mathbb{15} 2 thousand) as of March 31, 2017.

Pursuant to an amendment to the Corporate Tax Act, the Company adopted ASBJ PITF No. 32, "Practical Solution on a change in depreciation method due to Tax Reform 2016" and changed the depreciation method for building improvements and structures acquired after April 1, 2016, from the declining-balance method to the straight-line method. As a result, the impact to consolidated financial statements for the year ended March 31, 2017, was not material.

- j. Long-Lived Assets The Company reviews its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or asset group may not be recoverable. An impairment loss would be recognized if the carrying amount of an asset or asset group exceeds the sum of the undiscounted future cash flows expected to result from the continued use and eventual disposition of the asset or asset group. The impairment loss would be measured as the amount by which the carrying amount of the asset exceeds its recoverable amount, which is the higher of the discounted cash flows from the continued use and eventual disposition of the asset or the net selling price at disposition.
- **k. Leases** In March 2007, the ASBJ issued ASBJ Statement No. 13, "Accounting Standard for Lease Transactions," which revised the previous accounting standard for lease transactions issued in June 1993.

#### Lessee

Under the previous accounting standard, finance leases that were deemed to transfer ownership of the leased property to the lessee were capitalized. However, other finance leases were permitted to be accounted for as operating lease transactions if certain "as if capitalized" information was disclosed in the note to the lessee's financial statements. The revised accounting standard requires that all finance lease transactions be capitalized to recognize lease assets and lease obligations in the consolidated balance sheet. In addition, the revised accounting standard permits leases which existed at the transition date and do not transfer ownership of the leased property to the lessee to continue to be accounted for as operating lease transactions.

The Company applied the revised accounting standard effective April 1, 2008. In addition, the Company accounted for leases which existed at the transition date and do not transfer ownership of the leased property to the lessee as operating lease transactions.

All other leases are accounted for as operating leases.

#### Lessor

Under the previous accounting standard, finance leases that were deemed to transfer ownership of the leased property to the lessee were treated as sales. However, other finance leases were permitted to be accounted for as operating lease transactions if certain "as if sold" information was disclosed in the note to the lessor's financial statements. The revised accounting standard requires that all finance leases that are deemed to transfer ownership of the leased property to the lessee be recognized as lease receivables and all finance leases that are not deemed to transfer ownership of the leased property to the lessee be recognized as lease investment assets.

All other leases are accounted for as operating leases.

L. Accounting Standard for Retirement Benefits - The parent company and certain of its subsidiaries have contributory funded defined benefit plans, unfunded retirement benefit plans and defined contribution plans. In May 2012, the ASBJ issued ASBJ Statement No. 26, "Accounting Standard for Retirement Benefits" and ASBJ Guidance No. 25, "Guidance on Accounting Standard for Retirement Benefits," which replaced the Accounting Standard for Retirement Benefits that had been issued by the Business Accounting Council in 1998 with an effective date of April 1, 2000, and the other related practical guidance, and were followed by partial amendments from time to time through 2009.

Major changes are as follows:

(a) Treatment in the balance sheet

Under the current requirements, actuarial gains and losses and past service costs that are yet to be recognized in profit or loss are not recognized in the balance sheet, and the difference between retirement benefit obligations and plan assets (hereinafter, "deficit or surplus"), adjusted by such unrecognized amounts, is recognized as a liability or asset.

Under the revised accounting standard, actuarial gains and losses and past service costs that are yet to be recognized in profit or loss shall be recognized within equity (accumulated other comprehensive income), after adjusting for tax effects, and any resulting deficit or surplus shall be recognized as a liability (liability for retirement benefits) or asset (asset for retirement benefits).

(b) Treatment in the statement of income and the statement of comprehensive income

The revised accounting standard does not change how to recognize actuarial gains and losses and past service costs in profit or loss. Those amounts would be recognized in profit or loss over a certain period no longer than the expected average remaining service period of the employees. However, actuarial gains and losses and past service costs that arose in the current period and have not yet been recognized in profit or loss are included in other comprehensive income and actuarial gains and losses and past service costs that were recognized in other comprehensive income in prior periods and then recognized in profit or loss in the current period are treated as reclassification adjustments.

(c) Amendments relating to the method of attributing expected benefit to periods and relating to the discount rate and expected future salary increases

The revised accounting standard also made certain amendments relating to the method of attributing expected benefit to periods and relating to the discount rate and expected future salary increases.

This accounting standard and the guidance for (a) and (b) above are effective for the end of annual periods beginning on or after April 1, 2013, and for (c) above are effective for the beginning of annual periods beginning on or after April 1, 2014, or for the beginning of annual periods beginning on or after April 1, 2015, subject to certain disclosure in March 2015, all with earlier application being permitted from the beginning of annual periods beginning on or after April 1, 2013. However, no retrospective application of this accounting standard to consolidated financial statements in prior periods is required.

The Company applied the revised accounting standard and guidance for retirement benefits for (a) and (b) above, effective March 31, 2014, and for (c) above, effective April 1, 2014.

With respect to (c) above, the Company changed the method of attributing the expect benefit to periods from a straight-line basis to a benefit formula basis, the method of determining the discount rate from using the period which approximates the expected average remaining service period to using a single weighted average discount rate reflecting the estimated timing and amount of benefit payment and the method of estimating expected future salary increases from salary increases "expected to be certain" to salary increases "expected," and recorded the effect of (c) above as of April 1, 2014, in retained earnings. As a result, liability for retirement benefits as of April 1, 2014, increased by ¥14,419 million, and retained earnings as of April 1, 2014, decreased by ¥9,429 million. The impact to operating income and income before taxes and non-controlling interests for the year ended March 31, 2015, was not material.

- m. Asset Retirement Obligations An asset retirement obligation is recorded for a legal obligation imposed either by law or contract that results from the acquisition, construction, development and normal operation of a tangible fixed asset and is associated with the retirement of such tangible fixed asset. The asset retirement obligation is recognized as the sum of the discounted cash flows required for the future asset retirement and is recorded in the period in which the obligation is incurred if a reasonable estimate can be made. If a reasonable estimate of the asset retirement obligation is incurred, the liability should be recognized when a reasonable estimate of the asset retirement obligation can be made. Upon initial recognition of a liability for an asset retirement obligation, an asset retirement cost is capitalized by increasing the carrying amount of the related fixed asset by the amount of the liability. The asset retirement cost is subsequently allocated to expense through depreciation over the remaining useful life of the asset. Over time, the liability is accreted to its present value each period. Any subsequent revisions to the timing or the amount of the original estimate of undiscounted cash flows are reflected as an adjustment to the carrying amount of the liability and the capitalized amount of the related asset retirement cost.
- n. Employee Stockownership Plan In accordance with PITF No. 30, "Practical Solution on Transactions of Delivering the Company's Own Stock to Employees etc. through Trusts," upon transfer of treasury stock to the employee stockownership trust by the entity, any difference between the book value and fair value of the treasury stock is recorded in capital surplus. At year-end, the Company records (1) the Company stock held by the trust as treasury stock in equity, (2) all other assets and liabilities of the trust on a line-by-line basis, and (3) a liability/asset for the net of (i) any gain or loss on delivery of the stock by the trust to the employee shareholding association, (ii) dividends received from the entity for the stock held by the trust, and (iii) any expenses relating to the trust.

- o. Construction Contracts Under ASBJ Statement No. 15, "Accounting Standard for Construction Contracts," and ASBJ Guidance No. 18, "Guidance on Accounting Standard for Construction Contracts," the construction revenue and construction costs should be recognized by the percentage-of-completion method if the outcome of a construction contract can be estimated reliably. When total construction revenue, total construction costs and the stage of completion of the contract at the consolidated balance sheet date can be reliably measured, the outcome of a construction contract can be estimated reliably. If the outcome of a construction contract cannot be reliably estimated, the completed-contract method should be applied. When it is probable that the total construction costs will exceed total construction revenue, an estimated loss on the contract should be immediately recognized by providing for a loss on construction contracts.
- p. Revenue and Profit Recognition Derived from Finance Lease Transaction The Company recognizes revenues and cost of sales from finance lease transactions at the time of receiving the lease payments.
- q. Income Taxes The provision for income taxes is computed based on the pretax income included in the consolidated statements of income. The asset and liability approach is used to recognize deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and the tax bases of assets and liabilities. Deferred taxes are measured by applying currently enacted tax rates to the temporary differences.
  - The Company applied ASBJ Guidance No. 26, "Guidance on Recoverability of Deferred Tax assets," effective April 1, 2016.
- r. Appropriations of Retained Earnings Appropriations of retained earnings at each year-end are reflected in the consolidated financial statements of the following year after shareholders' approval has been obtained.
- s. Foreign Currency Transactions All short- and long-term monetary receivables and payables denominated in foreign currencies are translated into Japanese yen at the exchange rates at the consolidated balance sheet date. Foreign exchange gains and losses from translation are recognized in the consolidated statements of income to the extent that they are not hedged by forward exchange contracts.
- t. Foreign Currency Financial Statements The consolidated balance sheet accounts of the consolidated foreign subsidiaries and associated companies are translated into Japanese yen at the current exchange rate as of the consolidated balance sheet date except for equity, which is translated at the historical exchange rate. Revenue and expense accounts of the consolidated foreign subsidiaries and associated companies are translated into Japanese yen at the current exchange rate.
  - Differences arising from such translation are shown as "Foreign currency translation adjustments" under accumulated other comprehensive income in a separate component of equity in the consolidated balance sheets.
- u. Derivatives and Hedging Activities The Company uses derivative financial instruments to manage its exposures to fluctuations in foreign exchange rates and interest rates. Foreign currency forward contracts, currency swaps and interest rate swaps are utilized by the Company to reduce foreign currency exchange and interest rate risks. The Company does not enter into derivatives for trading or speculative purposes.

Derivative financial instruments are classified and accounted for as follows: (1) all derivatives are recognized as either assets or liabilities and measured at fair value, and gains or losses on derivative transactions are recognized in the consolidated statements of income and (2) for derivatives used for hedging purposes, if such derivatives qualify for hedge accounting because of high correlation and effectiveness between the hedging instruments and the hedged items, gains or losses on derivatives are deferred until maturity of the hedged transactions.

Foreign currency forward contracts employed to hedge foreign exchange exposures are measured at fair value and the unrealized gains/losses are recognized in income. Forward contracts applied for forecasted (or committed) transactions are also measured at fair value but the unrealized gains/losses are deferred until the underlying transactions are completed.

Long-term debt, denominated in foreign currencies for which currency swap contracts are used to hedge the foreign currency fluctuations, is translated at the contracted rate if the swap contracts qualify for hedge accounting.

Interest rate swaps which qualify for hedge accounting and meet specific matching criteria are not remeasured at market value but the differential paid or received under the swap agreements is recognized and included in interest expense or income.

v. **Per Share Information** - Basic net income per share is computed by dividing net income attributable to common shareholders by the weighted-average number of common shares outstanding for the year.

Diluted net income per share of common stock for the years ended March 31, 2017 and 2016 is computed by using the weighted-average number of common shares outstanding adjusted to include the potentially dilutive effect of stock acquisition rights that were outstanding during the year. Diluted net income per share of common stock for the year ended March 31, 2015 was not disclosed as the effect of including potential common shares is anti-dilutive.

Cash dividends per share presented in the accompanying consolidated statements of income are dividends applicable to the respective years including dividends to be paid after the end of the year.

w. Accounting Changes and Error Corrections - Under ASBJ Statement No. 24, "Accounting Standard for Accounting Changes and Error Corrections" and ASBJ Guidance No. 24, "Guidance on Accounting Standard for Accounting Changes and Error Corrections," accounting treatments are required as follows: (1) Changes in Accounting Policies - When a new accounting policy is applied with revision of accounting standards, the new policy is applied retrospectively, unless the revised accounting standards include specific transitional provisions. When the revised accounting standards include specific transitional provisions, an entity shall comply with the specific transitional provisions. (2) Changes in Presentation - When the presentation of financial statements is changed, prior-period financial statements are reclassified in accordance with the new presentation. (3) Changes in Accounting Estimates - A change in an accounting estimate is accounted for in the period of the change if the change affects that period only, and it is accounted for prospectively if the change affects both the period of the change and future periods. (4) Corrections of Prior-Period Errors - When an error in prior-period financial statements is discovered, those financial statements are restated.

#### 3. MARKETABLE AND INVESTMENT SECURITIES

Marketable and investment securities as of March 31, 2017 and 2016 consisted of the following:

|  |           |                 | Thousands of |  |
|--|-----------|-----------------|--------------|--|
|  | Million   | Millions of Yen |              |  |
|  | 2017      | <u>2016</u>     | <u>2017</u>  |  |
| Current:                                     |           |                 |              |  |
| Government and corporate bonds               | ¥ 2,006   | ¥ 16            | \$ 17,911    |  |
| Non-current:                                 |           |                 |              |  |
| Equity securities                            | ¥ 211,939 | ¥ 198,479       | \$ 1,892,312 |  |
| Government and corporate bonds               | 4,707     | 4,687           | 42,027       |  |
| Investments in limited liability partnership | 9,252     | 5,514           | 82,607       |  |
| Preferred fund certificates                  | 14,173    | 28,564          | 126,545      |  |
| Other  | 30        | 34              | 268          |  |
| Total  | ¥ 240,101 | ¥ 237,278       | \$ 2,143,759 |  |

The costs and aggregate fair values of marketable and investment securities as of March 31, 2017 and 2016 were as follows:

|                           |             | Millions     |              |             |  |  |  |  |
|---------------------------|-------------|--------------|--------------|-------------|--|--|--|--|
|                           |             | 20           |              |             |  |  |  |  |
|                           |             | Unrealized   | Unrealized   | Fair        |  |  |  |  |
|                           | Cost        | Gains        | Losses       | Value       |  |  |  |  |
| Securities classified as: |             |              |              |             |  |  |  |  |
| Available-for-sale:       |             |              |              |             |  |  |  |  |
| Equity securities         | ¥66,179     | ¥129,828     | ¥63          | ¥195,944    |  |  |  |  |
| Debt securities           | 2,276       |              |              | 2,276       |  |  |  |  |
| Other                     | 28          | 2            |              | 30          |  |  |  |  |
| Held-to-maturity          | 4,437       | 183          |              | 4,620       |  |  |  |  |
|                           |             | Millions     | s of Yen     |             |  |  |  |  |
|                           | -           | 20           | 16           | Fair        |  |  |  |  |
|                           | <u></u>     | Unrealized   | Unrealized   | Fair        |  |  |  |  |
|                           | Cost        | Gains        | Losses       | Value       |  |  |  |  |
| Securities classified as: |             |              |              |             |  |  |  |  |
| Available-for-sale:       |             |              |              |             |  |  |  |  |
| Equity securities         | ¥60,834     | ¥124,608     | ¥148         | ¥185,294    |  |  |  |  |
| Debt securities           | 2,293       |              |              | 2,293       |  |  |  |  |
| Other                     | 28          | 4            |              | 32          |  |  |  |  |
| Held-to-maturity          | 4,401       | 242          | 1            | 4,642       |  |  |  |  |
|                           |             | Thousands of | U.S. Dollars |             |  |  |  |  |
|                           | <del></del> | 20           | 17           |             |  |  |  |  |
|                           | -           | Unrealized   | Unrealized   | Fair        |  |  |  |  |
|                           | Cost        | Gains        | Losses       | Value       |  |  |  |  |
| Securities classified as: |             |              |              |             |  |  |  |  |
| Available-for-sale:       |             |              |              |             |  |  |  |  |
| Equity securities         | \$590,884   | \$1,159,179  | \$563        | \$1,749,500 |  |  |  |  |
| Debt securities           | 20,321      |              |              | 20,321      |  |  |  |  |
| Other                     | 250         | 18           |              | 268         |  |  |  |  |
| Held-to-maturity          | 39,616      | 1,634        |              | 41,250      |  |  |  |  |

Available-for-sale securities whose fair values cannot be reliably determined as of March 31, 2017 and 2016 were as follows:

|  | Carrying amount |             |              |  |  |
|--|-----------------|-------------|--------------|--|--|
|  |                 |             | Thousands of |  |  |
|  | Million         | s of Yen    | U.S. Dollars |  |  |
|  | <u>2017</u>     | <u>2016</u> | <u>2017</u>  |  |  |
| Available-for-sale:                                    |                 |             |              |  |  |
| Equity securities                                      | ¥ 15,995        | ¥ 13,185    | \$ 142,812   |  |  |
| Preferred fund certificates                            | 14,173          | 28,564      | 126,545      |  |  |
| Investments in limited liability partnership and other | 9,252           | 5,514       | 82,607       |  |  |
| Total  | ¥ 39,420        | ¥ 47,263    | \$ 351,964   |  |  |

The information for available-for-sale securities which were sold during the years ended March 31, 2017, 2016 and 2015 was as follows:

|                     | Millions of Yen |                      |          |  |  |
|---------------------|-----------------|----------------------|----------|--|--|
|                     |                 | Realized             | Realized |  |  |
| March 31, 2017      | Proceeds        | Gains                | Losses   |  |  |
|                     |                 |                      |          |  |  |
| Available-for-sale: | V2 (22          | V000                 | Wa       |  |  |
| Equity securities   | ¥2,633          | ¥990                 | ¥3       |  |  |
|                     |                 | Millions of Yen      |          |  |  |
|                     |                 | Realized             | Realized |  |  |
| March 31, 2016      | Proceeds        | Gains                | Losses   |  |  |
|                     |                 |                      |          |  |  |
| Available-for-sale: |                 |                      |          |  |  |
| Equity securities   | ¥14,965         | ¥10,225              | ¥147     |  |  |
|                     |                 | Millions of Yen      |          |  |  |
|                     |                 | Realized             | Realized |  |  |
| March 31, 2015      | Proceeds        | Gains                | Losses   |  |  |
|                     |                 |                      |          |  |  |
| Available-for-sale: |                 | ***                  | ****     |  |  |
| Equity securities   | ¥5,365          | ¥3,365               | ¥93      |  |  |
|                     | Tho             | ousands of U.S. Doll | lars     |  |  |
|                     |                 | Realized             | Realized |  |  |
| March 31, 2017      | Proceeds        | Gains                | Losses   |  |  |
|                     |                 | _                    |          |  |  |
| Available-for-sale: |                 |                      |          |  |  |
| Equity securities   | \$23,509        | \$8,840              | \$27     |  |  |

The impairment losses on available-for-sale equity securities for the years ended March 31, 2017, 2016 and 2015 were ¥38 million (\$339 thousand), ¥1,287 million and ¥921 million, stated as write-down of investment securities in other income (expenses), respectively.

#### 4. INVENTORIES

Inventories as of March 31, 2017 and 2016 consisted of the following:

|  |             |              | Thousands of |  |
|--|-------------|--------------|--------------|--|
|  | Million     | U.S. Dollars |              |  |
|  | <u>2017</u> | <u>2016</u>  | <u>2017</u>  |  |
| Real estate for sale                           | ¥ 85,576    | ¥ 75,783     | \$ 764,081   |  |
| Construction projects in progress              | 49,485      | 36,754       | 441,830      |  |
| Real estate for sale in process                | 75,187      | 83,956       | 671,313      |  |
| Land held:                                     |             |              |              |  |
| For resale                                     | 358,845     | 385,981      | 3,203,973    |  |
| Under development                              | 34,006      | 35,979       | 303,625      |  |
| Undeveloped                                    | 647         | 647          | 5,777        |  |
| Merchandise, construction materials and others | 20,539      | 21,065       | 183,384      |  |
| Total  | ¥ 624,285   | ¥ 640,165    | \$ 5,573,973 |  |

The Company engages in two principal business activities. The Company manufactures and constructs prefabricated houses and structures and also engages in various contracted construction projects, primarily for the construction of large-scale commercial and residential buildings. To further the business, the Company purchases land for development and resale.

#### 5. LAND REVALUATION

Under the "Law of Land Revaluation," the parent company and certain subsidiaries elected a one-time revaluation of their own-use land to a value based on real estate appraisal information as of March 31, 2002. The resulting land revaluation difference represents unrealized depreciation of land and is stated, net of income taxes, as a component of equity. There was no effect on the consolidated statement of income. Continuous readjustment is not permitted, unless the land value subsequently declines significantly such that the amount of the decline in value should be removed from the land revaluation difference account and related deferred tax liabilities.

At March 31, 2017 and 2016, the carrying amount of the land after the above one-time revaluation exceeded the market value by ¥11,584 million (\$103,429 thousand) and ¥12,350 million, respectively.

#### 6. LONG-LIVED ASSETS

The Company recognized impairment losses on property, plant and equipment for the following groups of assets in the years ended March 31, 2017, 2016 and 2015:

|                                       | 2017   |                                |                    |                           |
|---------------------------------------|--|--------------------------------|--------------------|---------------------------|
| Classification of Company             | Type of Assets   | Location                       | Millions<br>of Yen | Thousands of U.S. Dollars |
| Assets used under sublease agreements | Buildings and structures, machinery and equipment, furniture and fixtures, land, lease assets and intangible assets        | Kanagawa Prefecture and others | ¥ 1,123            | \$ 10,027                 |
| Home center                           | Buildings and structures and furniture and fixtures  | Nara Prefecture and others     | 6                  | 54                        |
| Facilities of health & leisure        | Buildings and structures, machinery and equipment, furniture and fixtures, land and lease assets                           | Wakayama Prefecture and others | 2,748              | 24,536                    |
| Offices, factories and others         | Buildings and structures, machinery and equipment, furniture and fixtures, land, lease assets and other assets             | Osaka Prefecture and others    | 226                | 2,018                     |
| Idle assets                           | Land   | Hiroshima Prefecture           | 67                 | 598                       |
| Others                                | Buildings and structures, machinery and equipment, furniture and fixtures and lease assets                                 | Tokyo Prefecture and others    | 170                | 1,517                     |
| Total                                 |  |                                | ¥ 4,340            | \$ 38,750                 |
|                                       | 2016   |                                |                    |                           |
| Cl. :c. t. CC                         |  | T                              | Millions           |                           |
| Classification of Company             | Type of Assets   | Location                       | of Yen             |                           |
| Assets used under sublease agreements | Buildings and structures and lease assets  | Tokyo Prefecture and others    | ¥ 688              |                           |
| Home center                           | Buildings and structures, machinery and equipment and furniture and fixtures   | Hyogo Prefecture and others    | 218                |                           |
| Facilities of health & leisure        | Buildings and structures, machinery and equipment, furniture and fixtures, land, lease assets and construction in progress | Saga Prefecture and others     | 1,807              |                           |
| Offices, factories and others         | Buildings and structures, machinery and equipment, furniture and fixtures and lease assets                                 | Osaka Prefecture and others    | 561                |                           |
| Idle assets                           | Land   | Osaka Prefecture and others    | 14                 |                           |
| Others                                | Buildings and structures, machinery and equipment and furniture and fixtures   | Tokyo Prefecture and others    | 23                 |                           |
| Total                                 |  |                                | ¥ 3,311            |                           |
|                                       | 2015   |                                |                    |                           |
| ol io i co                            |  | •                              | Millions           |                           |
| Classification of Company             | Type of Assets   | Location                       | of Yen_            |                           |
| Assets used under sublease agreements | Buildings and structures, furniture and fixtures, land, intangible assets and lease assets                                 | Shizuoka Prefecture and others | ¥ 1,114            |                           |
| Home center                           | Buildings and structures, machinery and equipment, furniture and fixtures and land   | Osaka Prefecture and others    | 5,226              |                           |
| Facilities of health & leisure        | Buildings and structures, machinery and equipment, furniture and fixtures, land and lease assets                           | Hyogo Prefecture and others    | 3,185              |                           |
| Offices, factories and others         | Buildings and structures, machinery and equipment, furniture and fixtures, land, lease assets and other assets             | Kagawa Prefecture and others   | 944                |                           |
| Idle assets                           | Land   | Tochigi Prefecture             | 126                |                           |
| Others                                | Buildings and structures, machinery and equipment, furniture and fixtures and other assets                                 | Tokyo Prefecture and others    | 588                |                           |
| Total                                 |  |                                | ¥ 11,183           |                           |

The Company classified the fixed assets by business control unit such as branch office, plant and each property leased, which controls its revenue and expenditures. Book values of the above assets were written down to recoverable amounts due to decreases in the land prices or significant declines in profitability caused by severe competition. The recoverable amount was measured at its net selling price determined by quotation from a third-party appraiser.

#### 7. INVESTMENT PROPERTY

The Company owns rental properties such as rental housing, commercial facilities and business facilities in Tokyo and other areas. The net of rental income and operating expenses, gain on sales and disposal, and impairment loss for those rental properties were \(\frac{42}{173}\) million (\(\frac{5242}{616}\) thousand), \(\frac{4206}{2206}\) million (\(\frac{51}{1839}\) thousand) and \(\frac{4600}{600}\) million (\(\frac{5}{357}\) thousand), respectively, for the year ended March 31, 2017. The net of rental income and operating expenses, gain on sales and disposal, and impairment loss for those rental properties were \(\frac{42}{24467}\) million, \(\frac{413}{412}\) million and \(\frac{436}{316}\) million, respectively, for the year ended March 31, 2016. The net of rental income and operating expenses, loss on sales and disposal, and impairment loss for those rental properties were \(\frac{419}{3100}\), were \(\frac{412}{3100}\) million, and \(\frac{4707}{3700}\) million, respectively, for the year ended March 31, 2015.

The rental income for those rental properties was included in net sales. The operating expenses for those rental properties was included in cost of sales and selling, general and administrative expenses. The gain on sales and disposal and impairment loss for those rental properties were included in other income (expenses).

In addition, the carrying amounts, changes in such balances and market prices of such properties are as follows:

|               | Millions          | of Yen         |                |  |  |  |  |
|---------------|-------------------|----------------|----------------|--|--|--|--|
|               | Carrying Amount   |                |                |  |  |  |  |
| April 1, 2016 | Increase/Decrease | March 31, 2017 | March 31, 2017 |  |  |  |  |
| ¥744,604      | ¥180,253 ¥924,857 |                | ¥1,029,058     |  |  |  |  |
|               | Millions          | of Yen         |                |  |  |  |  |
|               | Carrying Amount   |                | Fair Value     |  |  |  |  |
| April 1, 2015 | Increase/Decrease | March 31, 2016 | March 31, 2016 |  |  |  |  |
| ¥642,486      | ¥102,118          | ¥744,604       | ¥805,131       |  |  |  |  |
|               | Thousands of      | U.S. Dollars   |                |  |  |  |  |
|               | Carrying Amount   |                | Fair Value     |  |  |  |  |
| April 1, 2016 | Increase/Decrease | March 31, 2017 | March 31, 2017 |  |  |  |  |
| \$6,648,250   | \$1,609,402       | \$8,257,652    | \$9,188,018    |  |  |  |  |

#### Notes:

- 1) Carrying amount recognized in the consolidated balance sheet is net of accumulated depreciation and accumulated impairment losses included in property, plant and equipment, if any.
- 2) Increase during the year ended March 31, 2017 primarily represents the acquisition of certain properties of \(\frac{\pmathb{2}}{273}\),247 million (\(\frac{\pmathb{2}}{2}\),439,705 thousand) and decrease primarily represents depreciation of \(\frac{\pmathb{2}}{2}\),884 million (\(\frac{\pmathb{1}}{3}\),393 thousand) and the transfer to inventories of \(\frac{\pmathb{2}}{5}\),942 million (\(\frac{\pmathb{4}}{3}\),439 thousand).
- 3) Increase during the year ended March 31, 2016 primarily represents the acquisition of certain properties of ¥142,187 million and decrease primarily represents depreciation of ¥20,520 million and the transfer to inventories of ¥31,387 million.
- 4) The fair value of properties was primarily measured by the Company in accordance with its Real Estate Appraisal Standard.

#### 8. SHORT-TERM BANK LOANS, COMMERCIAL PAPER, AND LONG-TERM DEBT

The annual interest rates for short-term bank loans ranged from 0.13% to 11.00% and 0.30% to 5.95% at March 31, 2017 and 2016, respectively. The collateralized short-term bank loans were \$13,092 million (\$116,893 thousand) at March 31, 2017.

Long-term debt as of March 31, 2017 and 2016 consisted of the following:

|   | Million   | s of Yen    | Thousands of U.S. Dollars |
|---|-----------|-------------|---------------------------|
|   | 2017      | <u>2016</u> | 2017                      |
| Bonds, 0.00% to 0.69% (0.25% to 1.54% in 2016), due o various dates through 2036: | n         |             |                           |
| Unsecured   | ¥ 200,010 | ¥ 110,095   | \$ 1,785,804              |
| Loans from banks, 0.25% to 5.26% (0.20% to 6.05% in                               |           |             |                           |
| 2016), due on various dates through 2042:   |           |             |                           |
| Collateralized  | 42,218    | 61,276      | 376,946                   |
| Unsecured   | 319,499   | 266,302     | 2,852,670                 |
| Obligations under finance leases  | 26,819    | 24,092      | 239,455                   |
| Total   | 588,546   | 461,765     | 5,254,875                 |
| Less current portion  | 72,110    | 44,328      | 643,839                   |
| Long-term debt - net of current portion   | ¥ 516,436 | ¥ 417,437   | \$ 4,611,036              |

Annual maturities of long-term debt, excluding finance lease (see Note 18) as of March 31, 2017 were as follows:

| Years Ending March 31 | Millions of Yen | Thousands of U.S. Dollars |  |  |
|-----------------------|-----------------|---------------------------|--|--|
| 2018                  | ¥ 69,411        | \$ 619,741                |  |  |
| 2019                  | 87,115          | 777,813                   |  |  |
| 2020                  | 126,947         | 1,133,455                 |  |  |
| 2021                  | 62,328          | 556,500                   |  |  |
| 2022                  | 57,172          | 510,464                   |  |  |
| 2023 and thereafter   | 158,754         | 1,417,447                 |  |  |
| Total                 | ¥ 561,727       | \$ 5,015,420              |  |  |

As of March 31, 2017, assets pledged as collateral for secured, short-term bank loans and long-term debt, excluding finance lease (see Note 18) were as follows:

|                                 | Millions of Yen | Thousands of U.S. Dollars |
|---------------------------------|-----------------|---------------------------|
|                                 | V 1 447         | Ф. 12.020                 |
| Cash and cash equivalents       | ¥ 1,447         | \$ 12,920                 |
| Receivables                     | 15,170          | 135,446                   |
| Real estate for sale            | 18,623          | 166,277                   |
| Real estate for sale in process | 28,475          | 254,241                   |
| Other current assets            | 2,179           | 19,455                    |
| Buildings and structures        | 5,159           | 46,063                    |
| Machinery and equipment         | 75              | 670                       |
| Land                            | 15,132          | 135,107                   |
| Total                           | ¥ 86,260        | \$ 770,179                |

As is customary in Japan, a company maintains substantial deposit balances with banks with which it has borrowings. Such deposit balances are not legally or contractually restricted as to withdrawal. In addition, collateral must be provided if requested by the lending banks, and certain banks have the right to offset cash deposited with them against any bank loan or obligation that becomes due and, in case of default and certain other specified events, against all other debt payable to the bank concerned. The Company has never received any such request.

#### 9. RETIREMENT AND PENSION PLANS

Under the unfunded employees' retirement benefit plan, employees of the parent company and certain subsidiaries terminating their employment are entitled, in most circumstances, to lump-sum severance payments determined by reference to wage rates at the time of termination and years of service. In addition, the parent company, together with certain subsidiaries and associated companies, has adopted non-contributory funded defined benefit pension plans and defined contribution pension plans covering most of their employees.

(1) The changes in defined benefit obligation as of March 31, 2017, 2016 and 2015 consisted of the following:

|   | N              | Millions of Ye | en                  | Thousands of U.S. Dollars |
|---|----------------|----------------|---------------------|---------------------------|
|   | <u>2017</u>    | <u>2016</u>    | 2015                | <u>2017</u>               |
| Balance at beginning of year                                    | W 550 110      | W 420 002      | V 450 050           | Φ 4.020.571               |
| (as previously reported) Cumulative effect of accounting change | ¥ 552,112<br>e | ¥ 438,903      | ¥ 472,253<br>14,419 | \$ 4,929,571              |
| Balance at beginning of year                                    |                |                |                     |                           |
| (as restated)   | 552,112        | 438,903        | 486,672             | 4,929,571                 |
| Service cost  | 26,050         | 20,571         | 20,425              | 232,589                   |
| Interest cost   | 4,480          | 7,253          | 6,966               | 40,000                    |
| Adjustments for business restructurings                         | S              | 3,587          | (1,252)             |                           |
| Actuarial losses  | (3,579)        | 93,384         | 7,009               | (31,955)                  |
| Decrease due to transfer to defined                             | ( ) ,          | ,              | ,                   | ( ) /                     |
| contribution plan   |                |                | (69,128)            |                           |
| Benefits paid   | (11,775)       | (11,586)       | (11,789)            | (105,134)                 |
| Balance at end of year  | ¥ 567,288      | ¥ 552,112      | ¥ 438,903           | \$ 5,065,071              |

(2) The changes in plan assets as of March 31, 2017, 2016 and 2015 consisted of the following:

|  |   | N       | 1ill | ions of Ye     | n |          |    | nousands of<br>J.S. Dollars |
|--|---|---------|------|----------------|---|----------|----|-----------------------------|
|  |   | 2017    |      | 2016           |   | 2015     |    | 2017                        |
| Balance at beginning of year<br>Adjustments for business restructuring                       | ¥ | 271,884 | ¥    | 259,432<br>106 | ¥ | 267,452  | \$ | 2,427,536                   |
| Actuarial gains (losses)   |   | 12,940  |      | (758)          |   | 28,056   |    | 115,536                     |
| Contributions from the employer  |   | 18,208  |      | 19,961         |   | 18,118   |    | 162,570                     |
| Contribution due to transfer to defined contribution  The amount of assets to be transferred |   |         |      |                |   | 12,162   |    |                             |
| to the defined contribution pension plan   |   |         |      |                |   | (59,734) |    |                             |
| Benefits paid  |   | (7,293) | _    | (6,857)        | _ | (6,622)  | _  | (65,116)                    |
| Balance at end of year   | ¥ | 295,739 | ¥    | 271,884        | ¥ | 259,432  | \$ | 2,640,526                   |

(3) Reconciliation between the liability recorded in the consolidated balance sheet and the balances of defined benefit obligation and plan assets as of March 31, 2017 and 2016 consisted of the following:

|  |                         | Thousands of |
|--|-------------------------|--------------|
|  | Millions of Yen         | U.S. Dollars |
|  | <u>2017</u> <u>2016</u> | <u>2017</u>  |
| Funded defined benefit obligation            | ¥ 471,881 ¥ 460,214     | \$ 4,213,223 |
| Plan assets                                  | (295,739) (271,884)     | (2,640,527)  |
|  | 176,142 188,330         | 1,572,696    |
| Unfunded defined benefit obligation          | 95,407 91,898           | 851,849      |
| Net liability for defined benefit obligation | ¥ 271,549 ¥ 280,228     | \$ 2,424,545 |
|  |                         | Thousands of |
|  | Millions of Yen         | U.S. Dollars |
|  | <u>2017</u> <u>2016</u> | <u>2017</u>  |
| Liability for retirement benefits            | ¥ 271,549 ¥ 280,228     | \$ 2,424,545 |
| Net liability for defined benefit obligation | ¥ 271,549 ¥ 280,228     | \$ 2,424,545 |

(4) The components of net periodic benefit costs as of March 31, 2017, 2016 and 2015 consisted of the following:

|  |   | N               | Лilli | ons of Ye       | n |                 | <br>ousands of<br>S. Dollars |
|--|---|-----------------|-------|-----------------|---|-----------------|------------------------------|
|  |   | <u>2017</u>     |       | <u>2016</u>     |   | <u>2015</u>     | <u>2017</u>                  |
| Service cost<br>Interest cost<br>Amortization of actuarial gain (loss) for | ¥ | 26,050<br>4,480 | ¥     | 20,572<br>7,253 | ¥ | 20,425<br>6,966 | \$<br>232,589<br>40,000      |
| employees' retirement benefits   |   | (16,519)        |       | 94,142          |   | (21,047)        | <br>(147,491)                |
| Net periodic benefit costs   | ¥ | 14,011          | ¥     | 121,967         | ¥ | 6,344           | \$<br>125,098                |

- (5) Plan assets as of March 31, 2017 and 2016
  - a. Components of plan assets

Plan assets consisted of the following:

|                             | <u>2017</u> | <u>2016</u> |
|-----------------------------|-------------|-------------|
| Domestic debt instruments   | 1%          | 1%          |
| Overseas debt instruments   | 8           | 7           |
| Domestic equity instruments | 11          | 11          |
| Overseas equity instruments | 7           | 7           |
| Cash and cash equivalents   | 14          | 17          |
| Private equity fund         | 16          | 17          |
| Hedge fund                  | 20          | 19          |
| General accounts            | 10          | 10          |
| Others                      | 13          | 11_         |
| Total                       | 100%        | 100%        |

#### b. Method of determining the expected rate of return on plan assets

The expected rate of return on plan assets is determined considering the long-term rates of return which are expected currently and in the future from the various components of the plan assets.

#### (6) Assumptions used as of March 31, 2017 and 2016, were set forth as follows:

|   | 2017             | 2016             |
|---|------------------|------------------|
| Discount rate                             | Principally 0.8% | Principally 0.8% |
| Expected rate of return on plan assets    | 0.0%             | 0.0%             |
| Expected rates of pay raises              | 2.2%             | 2.2%             |
| Recognition period of actuarial gain/loss | 1 year           | 1 year           |

#### (7) Amortization of actuarial gain for employees' retirement benefits

Amortization of actuarial gain for employees' retirement benefits included in cost of sales and selling, general and administrative expenses was \\ \pm 16,519 \text{ million (\\$147,491 thousand) for the year ended March 31, 2017.

#### (8) Defined contribution plans

Required contributions to defined contribution plans of the parent company and certain subsidiaries were ¥5,702 million (\$50,911 thousand), ¥5,497 million and ¥4,875 million at March 31, 2017, 2016 and 2015, respectively.

#### 10. ASSET RETIREMENT OBLIGATIONS

The changes in asset retirement obligations for the years ended March 31, 2017 and 2016 were as follows.

|  | Millions | s of Yen    | Thousands of U.S. Dollars |
|--|----------|-------------|---------------------------|
|  | 2017     | <u>2016</u> | 2017                      |
| Balance at beginning of year<br>Additional provisions associated with the acquisition of                   | ¥ 34,717 | ¥ 31,052    | \$ 309,973                |
| property, plant and equipment  | 4,719    | 3,375       | 42,134                    |
| Reconciliation associated with passage of time<br>Reduction associated with settlement of asset retirement | 629      | 606         | 5,616                     |
| obligations  | (502)    | (316)       | (4,482)                   |
| Balance at end of year   | ¥ 39,563 | ¥ 34,717    | \$ 353,241                |

#### 11. EQUITY

Japanese companies are subject to the Companies Act of Japan (the "Companies Act"). The significant provisions in the Companies Act that affect financial and accounting matters are summarized below:

#### (a) Dividends

Under the Companies Act, companies can pay dividends at any time during the fiscal year in addition to the year-end dividend upon resolution at the shareholders' meeting. For companies that meet certain criteria including: (1) having a Board of Directors, (2) having independent auditors, (3) having an Audit & Supervisory Board and (4) the term of service of the directors being prescribed as one year rather than the normal two-year term by its articles of incorporation, the Board of Directors may declare dividends (except for dividends-in-kind) at any time during the fiscal year if the Company has prescribed so in its articles of incorporation. The parent company meets all the above criteria.

The Companies Act permits companies to distribute dividends-in-kind (non-cash assets) to shareholders subject to a certain limitation and additional requirements.

Semiannual dividends may also be paid once a year upon resolution by the Board of Directors if the articles of incorporation of the Company so stipulate. The Companies Act provides certain limitations on the amounts available for dividends or the purchase of treasury stock. The limitation is defined as the amount available for distribution to the shareholders, but the amount of net assets after dividends must be maintained at no less than \(\frac{1}{4}\)3 million.

#### (b) Increases/decreases and transfer of common stock, reserve and surplus

The Companies Act requires that an amount equal to 10% of dividends must be appropriated as a legal reserve (a component of retained earnings) or as additional paid-in capital (a component of capital surplus) depending on the equity account charged upon the payment of such dividends until the total of the aggregate amount of legal reserve and additional paid-in capital equals 25% of the common stock. Under the Companies Act, the total amount of additional paid-in capital and legal reserve may be reversed without limitation. The Companies Act also provides that common stock, legal reserve, additional paid-in capital, other capital surplus and retained earnings can be transferred among the accounts under certain conditions upon resolution of the shareholders.

#### (c) Treasury stock and treasury stock acquisition rights

The Companies Act also provides for companies to purchase treasury stock and dispose of such treasury stock by resolution of the Board of Directors. The amount of treasury stock purchased cannot exceed the amount available for distribution to the shareholders, which is determined by a specific formula. Under the Companies Act, stock acquisition rights are presented as a separate component of equity. The Companies Act also provides that companies can purchase both treasury stock acquisition rights and treasury stock. Such treasury stock acquisition rights are presented as a separate component of equity or deducted directly from stock acquisition rights.

(Accounting Method for the Trust for Delivery of Shares to Directors and Employee Incentive Plan)

From the fiscal year ended March 31, 2017, the parent company adopted the Trust for Delivery of Shares to Directors that is a performance-based stock compensation plan for the parent company directors to achieve the earnings targets outlined in the 5th Medium-Term Management Plan and sustained corporate value improvements.

In addition, from the fiscal year ended March 31, 2017, the Company adopted the Employee Incentive Plan (E-Ship®) that is available for all employees participating in the Daiwa House Industry Employee Shareholders Association and Daiwa House Group Employee Shareholders Association. The Employee Incentive Plan grants incentives for employees to improve corporate value over the medium and long term, and enhances employee benefits at the same time.

#### (1) Overview of transaction

Under the Trust for Delivery of Shares to Directors, the trust which the parent company established and made financial contributions based on the scope approved at the 77th general shareholders meeting held on June 28, 2016 acquired shares of the parent company. The trust delivered the shares to directors in amounts corresponding to points assigned to directors according to rank and company return on equity (ROE).

Under the Employee Incentive Plan, the Company established the Daiwa House Group Employee Shareholders Association Trust to serve as the trust bank makes advanced purchases of the parent company shares in an amount expected to be acquired by the Employee Shareholders Association over the next three years. Over that time, the trust will make ongoing sales of the parent company shares to the Employee Shareholders Association. Upon the conclusion of the trust, any accumulated gains on sale of stock within the trust will be allocated as residual assets to individuals meeting requirements as eligible beneficiaries.

#### (2) Treasury stock held by the Trust

The book value of shares held by the trust (except for the transaction costs) was \(\frac{\pma}{8}\), 281 million (\(\frac{\pma}{7}\), 937 thousand) as of March 31, 2017, and was recorded as treasury stock in the shareholder's equity.

The number of shares held by the trust as of March, 2017 was 2,619 thousand shares and the average number of shares during the fiscal year ended March 31, 2017 was 2,542 thousand shares.

(3) The book value of loans recorded on a line-by-line basis ¥7,827 million (\$69,884 thousand) as of March 31, 2017.

#### 12. NET INCOME PER SHARE

Reconciliation of the differences between basic and diluted net income per share ("EPS") for the years ended March 31, 2017 and 2016 is as follows:

|   | Millions of Yen  | Thousands of Shares            | Yen      | U.S.<br>Dollars |
|---|--|--------------------------------|----------|-----------------|
| Year Ended March 31, 2017   | Net Income<br>Attributable to<br>Owners of the<br>Parent | Weighted-<br>Average<br>Shares | ЕР       |                 |
| Basic EPS - Net income available to common shareholders Effect of dilutive securities: Stock acquisition rights | ¥ 201,701  | 663,194                        | ¥ 304.14 | \$ 2.72         |
| Diluted EPS - Net income for computation  | ¥ 201,701  | 663,384                        | ¥ 304.05 | \$ 2.71         |

|  | Millions of Yen  | Thousands of Shares            | Yen      |
|--|--|--------------------------------|----------|
|  | Net Income<br>Attributable to<br>Owners of the<br>Parent | Weighted-<br>Average<br>Shares | EPS      |
| Year Ended March 31, 2016  |  |                                |          |
| Basic EPS - Net income available to common shareholders Effect of dilutive securities: | ¥ 103,578  | 662,253                        | ¥ 156.40 |
| Stock acquisition rights   |  | 2,421                          |          |
| Diluted EPS - Net income for computation   | ¥ 103,578  | 664,674                        | ¥ 155.83 |

Diluted net income per share of common stock for the year ended March 31, 2015 was not disclosed due to no shares outstanding having possibilities of diluting stock value.

As noted in Note 2.n, the Company applied PITF No. 30, "Practical Solution on Transactions of Delivering the Company's Own Stock to Employees etc. through Trusts." In calculating the number of weighted-average shares above, the number of shares held by the Trust (2,542 thousand shares in 2017 and 0 shares in 2016) is reflected as treasury stock.

#### 13 SEGMENT INFORMATION

Under ASBJ Statement No. 17, "Accounting Standard for Segment Information Disclosures" and ASBJ Guidance No. 20, "Guidance on Accounting Standard for Segment Information Disclosures," an entity is required to report financial and descriptive information about its reportable segments. Reportable segments are operating segments or aggregations of operating segments that meet specified criteria. Operating segments are components of an entity about which separate financial information is available, and such information is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance. Generally, segment information is required to be reported on the same basis as is used internally for evaluating operating segment performance and deciding how to allocate resources to operating segments.

#### 1. Description of reportable segments

The Company's reportable segments are those for which separate financial information is available and regular evaluation by the parent company's management is being performed in order to decide how resources are allocated among the Company. Therefore, the Company consists of the following segments; Single-Family Houses Business, Rental Housing Business, Condominiums Business, Existing Home Business, Commercial Facilities Business, and Business and Corporate Facilities Business. The Single-Family Houses Business consists of orders of single-family houses and sales of packages of new houses with land. The Rental Housing Business consists of the Company's operations in rental housing development, construction, management, operation and real estate agency services. The Condominiums Business consists of development, sale and management of condominiums. The Existing Home Business consists of renovation and real estate agency services. The Commercial Facilities Business consists of development, construction, management and operation of commercial facilities. The Business and Corporate Facilities Business consists of development and construction of logistics, manufacturing facilities and medical and nursing care facilities, and building, management and operation of temporary facilities.

2. Methods of measurement for the amounts of sales, profit, assets and other items for each reportable segment

The accounting policies of each reportable segment are consistent with those disclosed in Note 2, "Summary of Significant Accounting Policies."

3. Information about sales, profit, assets and other items is as follows:

|  |                                 |                                 |                               |                                 |                                  | Millions of Ye                   |                                      |                                   |                                       |                            |                            |
|--|---------------------------------|---------------------------------|-------------------------------|---------------------------------|----------------------------------|----------------------------------|--------------------------------------|-----------------------------------|---------------------------------------|----------------------------|----------------------------|
|  |                                 |                                 |                               |                                 |                                  | 2017                             | en                                   |                                   |                                       |                            |                            |
|  |                                 |                                 | Re                            | portable Segme                  | nt                               | 2017                             |                                      |                                   |                                       |                            |                            |
|  | Single-<br>Family<br>Houses     | Rental<br>Housing               | Condominiums                  | Existing Home Business          | Commercial<br>Facilities         | Business & Corporate Facilities  | Total                                | Other                             | Total                                 | Reconciliations            | Consolidated               |
| Sales: Sales to external customers Intersegment sales or transfers Total | ¥ 387,660<br>2,672<br>¥ 390,332 | ¥ 975,734<br>1,483<br>¥ 977,217 | ¥ 262,211<br>656<br>¥ 262,867 | ¥ 102,569<br>3,024<br>¥ 105,593 | ¥ 561,800<br>7,977<br>¥ 569,777  | ¥ 818,227<br>10,251<br>¥ 828,478 | ¥ 3,108,201<br>26,063<br>¥ 3,134,264 | ¥ 404,708<br>108,874<br>¥ 513,582 | ¥ 3,512,909<br>134,937<br>¥ 3,647,846 | ¥ (134,937)<br>¥ (134,937) | ¥ 3,512,909<br>¥ 3,512,909 |
| Segment profit Segment assets Other:                                     | ¥ 19,290<br>197,320             | ¥ 94,301<br>294,286             | ¥ 13,430<br>317,685           | ¥ 13,081<br>16,051              | ¥ 100,743<br>590,434             | ¥ 78,968<br>1,125,517            | ¥ 319,813<br>2,541,293               | ¥ 16,861<br>719,063               | ¥ 336,674<br>3,260,356                | ¥ (26,582)<br>295,529      | ¥ 310,092<br>3,555,885     |
| Depreciation Increase in property, plant and equipment                   | 3,861                           | 8,636                           | 2,113                         | 135                             | 17,470                           | 9,348                            | 41,563                               | 16,985                            | 58,548                                | 1,050                      | 59,598                     |
| and other assets   | 8,510                           | 37,554                          | 6,185                         | 147                             | 61,702                           | 164,136                          | 278,234                              | 62,985                            | 341,219                               | 437                        | 341,656                    |
|  |                                 |                                 |                               |                                 |                                  | Millions of Ye                   | en                                   |                                   |                                       |                            |                            |
|  |                                 |                                 | D.                            |                                 | 4                                | 2016                             |                                      |                                   |                                       |                            |                            |
|  | Single-                         |                                 | Ke                            | eportable Segment<br>Existing   | nt                               | Business &                       |                                      |                                   |                                       |                            |                            |
|  | Family Houses                   | Rental<br>Housing               | Condominiums                  | Home<br>Business                | Commercial Facilities            | Corporate Facilities             | Total                                | Other                             | Total                                 | Reconciliations            | Consolidated               |
| Sales: Sales to external customers Intersegment sales or transfers       | ¥ 376,219<br>2,088              | ¥ 878,617<br>1,544              | ¥ 279,118<br>193              | ¥ 92,653<br>2,856               | ¥ 487,484<br>8,050               | ¥ 733,453<br>2,902               | ¥ 2,847,544<br>17,633                | ¥ 345,357<br>113,514              | ¥ 3,192,901<br>131,147                | ¥ (131,147)                | ¥ 3,192,901                |
| Total  | ¥ 378,307                       | ¥ 880,161                       | ¥ 279,311                     | ¥ 95,509                        | ¥ 495,534                        | ¥ 736,355                        | ¥ 2,865,177                          | ¥ 458,871                         | ¥ 3,324,048                           | ¥ (131,147)                | ¥ 3,192,901                |
| Segment profit Segment assets  | ¥ 16,515<br>209,765             | ¥ 81,903<br>265,686             | ¥ 15,797<br>310,967           | ¥ 11,297<br>11,941              | ¥ 80,333<br>521,529              | ¥ 68,004<br>1,001,789            | ¥ 273,849<br>2,321,677               | ¥ 9,574 641,519                   | ¥ 283,423<br>2,963,196                | ¥ (40,322)<br>294,609      | ¥ 243,101<br>3,257,805     |
| Other: Depreciation Increase in property, plant and equipment            | 3,573                           | 7,816                           | 1,790                         | 155                             | 16,408                           | 8,333                            | 38,075                               | 17,261                            | 55,336                                | 1,180                      | 56,516                     |
| and other assets   | 6,216                           | 19,910                          | 3,330                         | 70                              | 31,648                           | 110,247                          | 161,421                              | 28,307                            | 189,728                               | (1,416)                    | 188,312                    |
|  |                                 |                                 |                               |                                 |                                  | Millions of Ye                   | en                                   |                                   |                                       |                            |                            |
|  |                                 |                                 | Re                            | portable Segme                  | nt                               | 2013                             |                                      |                                   |                                       |                            |                            |
|  | Single-<br>Family<br>Houses     | Rental<br>Housing               | Condominiums                  | Existing Home Business          | Commercial<br>Facilities         | Business & Corporate Facilities  | Total                                | Other                             | Total                                 | Reconciliations            | Consolidated               |
| Sales: Sales to external customers Intersegment sales or transfers Total | ¥ 371,978<br>3,365<br>¥ 375,343 | ¥ 770,508<br>2,447<br>¥ 772,955 | ¥ 230,662<br>683<br>¥ 231,345 | ¥ 89,993<br>1,672<br>¥ 91,665   | ¥ 444,604<br>11,614<br>¥ 456,218 | ¥ 578,667<br>2,903<br>¥ 581,570  | ¥ 2,486,412<br>22,684<br>¥ 2,509,096 | ¥ 324,303<br>102,210<br>¥ 426,513 | ¥ 2,810,715<br>124,894<br>¥ 2,935,609 | ¥ (124,894)<br>¥ (124,894) | ¥ 2,810,715<br>¥ 2,810,715 |
| Segment profit Segment assets Other:                                     | ¥ 8,841<br>209,548              | ¥ 69,597<br>263,607             | ¥ 10,819<br>306,219           | ¥9,977<br>9,870                 | ¥ 67,279<br>509,018              | ¥ 38,444<br>831,798              | ¥ 204,957<br>2,130,060               | ¥ 10,290<br>612,382               | ¥ 215,247<br>2,742,442                | ¥ (34,895)<br>278,565      | ¥ 180,352<br>3,021,007     |
| Depreciation Increase in property, plant and equipment                   | 3,529                           | 7,043                           | 2,023                         | 175                             | 15,169                           | 7,964                            | 35,903                               | 16,510                            | 52,413                                | 871                        | 53,284                     |
| and other assets   | 5,030                           | 33,258                          | 4,572                         | 195                             | 46,874                           | 121,764                          | 211,693                              | 42,126                            | 253,819                               | 21,171                     | 274,990                    |

|  | Thousands of U.S. Dollars |              |              |                 |              |              |               |              |               |                 |               |
|--|---------------------------|--------------|--------------|-----------------|--------------|--------------|---------------|--------------|---------------|-----------------|---------------|
|  |                           |              |              |                 |              | 2017         |               |              |               |                 |               |
|  |                           |              | Re           | eportable Segme | ent          |              |               |              |               |                 |               |
|  | Single-                   |              |              | Existing        |              | Business &   | ·             |              |               |                 |               |
|  | Family                    | Rental       |              | Home            | Commercial   | Corporate    |               |              |               |                 |               |
|  | Houses                    | Housing      | Condominiums | Business        | Facilities   | Facilities   | Total         | Other        | Total         | Reconciliations | Consolidated  |
| Sales:                                   |                           |              |              |                 |              |              |               |              |               |                 |               |
| Sales to external customers              | \$ 3,461,250              | \$ 8,711,911 | \$ 2,341,170 | \$ 915,795      | \$ 5,016,071 | \$ 7,305,598 | \$ 27,751,795 | \$ 3,613,464 | \$ 31,365,259 |                 | \$ 31,365,259 |
| Intersegment sales or transfers          | 23,857                    | 13,241       | 5,857        | 27,000          | 71,223       | 91,527       | 232,705       | 972,090      | 1,204,795     | \$ (1,204,795)  |               |
| Total                                    | \$ 3,485,107              | \$ 8,725,152 | \$ 2,347,027 | \$ 942,795      | \$ 5,087,294 | \$ 7,397,125 | \$ 27,984,500 | \$ 4,585,554 | \$ 32,570,054 | \$ (1,204,795)  | \$ 31,365,259 |
| Segment profit                           | \$ 172,232                | \$ 841,974   | \$ 119,911   | \$ 116,795      | \$ 899,490   | \$ 705,071   | \$ 2,855,473  | \$ 150,545   | \$ 3,006,018  | \$ (237,339)    | \$ 2,768,679  |
| Segment assets                           | 1,761,786                 | 2,627,554    | 2,836,473    | 143,313         | 5,271,732    | 10,049,258   | 22,690,116    | 6,420,205    | 29,110,321    | 2,638,652       | 31,748,973    |
| Other:                                   |                           |              |              |                 |              |              |               |              |               |                 |               |
| Depreciation                             | 34,473                    | 77,107       | 18,866       | 1,205           | 155,983      | 83,464       | 371,098       | 151,652      | 522,750       | 9,375           | 532,125       |
| Increase in property, plant and equipmen | nt                        |              |              |                 |              |              |               |              |               |                 |               |
| and other assets                         | 75,982                    | 335,304      | 55,223       | 1,313           | 550,911      | 1,465,499    | 2,484,232     | 562,366      | 3,046,598     | 3,902           | 3,050,500     |

#### Notes:

- 1) "Other" includes construction support, health and leisure, city hotels, overseas businesses and others.
- 2) Reconciliations to segment profit of \(\xi\_{26,582}\) million (\(\xi\_{237,339}\) thousand), \(\xi\_{40,322}\) million and \(\xi\_{34,895}\) million include intersegment eliminations of \(\xi\_{575}\) million (\(\xi\_{5,134}\) thousand), \(\xi\_{176}\) million and \(\xi\_{447}\) million, the amortization of goodwill of \(\xi\_{716}\) million (\(\xi\_{6,393}\) thousand), \(\xi\_{717}\) million and \(\xi\_{716}\) million and \(\xi\_{716}\) million and \(\xi\_{716}\) million and \(\xi\_{716}\) million for the years ended March 31, 2017, 2016 and 2015, respectively. Corporate expenses mainly consist of general and administrative expenses and experiment and research expenses not attributable to any reportable business segments.

Reconciliations to segment assets of \(\xi\)295,529 million (\(\xi\)238,652 thousand), \(\xi\)294,609 million and \(\xi\)278,565 million include intersegment eliminations of \(\xi\)69,715 million (\(\xi\)622,455 thousand), \(\xi\)217,041 million and \(\xi\)237,311 million and the corporate assets of \(\xi\)365,244 million (\(\xi\)3,261,107 thousand), \(\xi\)511,650 million and \(\xi\)515,876 million for the years ended March 31, 2017, 2016 and 2015, respectively. Corporate assets mainly consist of the Company's surplus funds (cash and cash equivalents), the Company's long-term investment funds (investment securities) and the assets associated with administration headquarters of the Company.

Reconciliations to depreciation of \(\xx\)1,050 million (\xx\)9,375 thousand), \(\xx\)1,180 million and \(\xx\)871 million include intersegment eliminations of \(\xx\)470 million (\xx\)4,196 thousand), \(\xx\)424 million and \(\xx\)401 million and the depreciation attributable to corporate assets of \(\xx\)1,520 million (\xx\)13,571 thousand), \(\xx\)1,604 million and \(\xx\)1,272 million for the years ended March 31, 2017, 2016 and 2015, respectively.

3) Consolidated amounts of segment profit as mentioned above correspond to the amounts of operating income in the consolidated statement of income.

#### Impairment losses of assets

|                             |         |         |              |          | Millions of Yen |            |        |              |              |
|-----------------------------|---------|---------|--------------|----------|-----------------|------------|--------|--------------|--------------|
|                             |         |         |              |          | 2017            |            |        |              |              |
|                             | Single- |         |              | Existing |                 | Business & |        |              |              |
|                             | Family  | Rental  |              | Home     | Commercial      | Corporate  |        | Elimination/ |              |
|                             | Houses  | Housing | Condominiums | Business | Facilities      | Facilities | Other  | Corporate    | Consolidated |
| Impairment losses of assets | ¥56     | ¥71     | ¥113         |          | ¥484            | ¥629       | ¥2,987 |              | ¥4,340       |
|                             |         |         |              |          | Millions of Yen |            |        |              |              |
|                             |         |         |              |          | 2016            |            |        |              |              |
|                             | Single- |         |              | Existing |                 | Business & |        |              |              |
|                             | Family  | Rental  |              | Home     | Commercial      | Corporate  |        | Elimination/ |              |
|                             | Houses  | Housing | Condominiums | Business | Facilities      | Facilities | Other  | Corporate    | Consolidated |
| Impairment losses of assets | ¥132    | ¥158    | ¥32          |          | ¥460            | ¥399       | ¥2,130 |              | ¥3,311       |

|  |                             |                   |                      |                              | Millions of Yer          | ı                               |                      |                           |                      |  |
|--|-----------------------------|-------------------|----------------------|------------------------------|--------------------------|---------------------------------|----------------------|---------------------------|----------------------|--|
|  |                             |                   |                      |                              | 2015                     |                                 |                      |                           |                      |  |
|  | Single-<br>Family<br>Houses | Rental<br>Housing | Condominiums         | Existing Home Business       | Commercial Facilities    | Business & Corporate Facilities | Other                | Elimination/<br>Corporate | Consolidated         |  |
| Impairment losses of assets                            | ¥290                        | ¥286              | ¥362                 |                              | ¥1,106                   | ¥159                            | ¥8,980               |                           | ¥11,183              |  |
|  |                             |                   |                      | Th                           | ousands of U.S. D        | ollars                          |                      |                           |                      |  |
|  |                             |                   |                      |                              | 2017                     |                                 |                      |                           |                      |  |
|  | Single-<br>Family<br>Houses | Rental<br>Housing | Condominiums         | Existing Home Business       | Commercial Facilities    | Business & Corporate Facilities | Other                | Elimination/<br>Corporate | Consolidated         |  |
| Impairment losses of assets                            | \$500                       | \$634             | \$1,009              |                              | \$4,321                  | \$5,616                         | \$26,670             |                           | \$38,750             |  |
| Amortization of goodwill                               |                             |                   |                      |                              | Milliana CV              | _                               |                      |                           |                      |  |
|  | -                           |                   |                      |                              | Millions of Yer<br>2017  | 1                               |                      |                           |                      |  |
|  | Single-                     |                   |                      | Existing                     | 2017                     | Business &                      |                      |                           |                      |  |
|  | Family<br>Houses            | Rental<br>Housing | Condominiums         | Home<br>Business             | Commercial Facilities    | Corporate<br>Facilities         | Other                | Elimination/<br>Corporate | Consolidated         |  |
| Amortization of goodwill<br>Goodwill at March 31, 2017 |                             | ¥ (8)<br>(87)     | ¥ 1,170<br>14,234    |                              | ¥ 795<br>3,798           | ¥ 2,231 36,808                  | ¥ 365 (1,861)        |                           | ¥ 4,553 52,892       |  |
|  |                             | Millions of Yen   |                      |                              |                          |                                 |                      |                           |                      |  |
|  | Single-                     |                   |                      | Existing                     | 2016                     | Business &                      |                      |                           |                      |  |
|  | Family Houses               | Rental<br>Housing | Condominiums         | Home<br>Business             | Commercial Facilities    | Corporate Facilities            | Other                | Elimination/<br>Corporate | Consolidated         |  |
| Amortization of goodwill<br>Goodwill at March 31, 2016 |                             | ¥ (8) (95)        | ¥ 1,118<br>15,404    |                              | ¥ 428<br>4,226           | ¥ 2,001<br>37,049               | ¥ (281)<br>(2,171)   |                           | ¥ 3,258 54,413       |  |
|  | -                           |                   |                      |                              | Millions of Yer<br>2015  | 1                               |                      |                           |                      |  |
|  | Single-<br>Family<br>Houses | Rental<br>Housing | Condominiums         | Existing<br>Home<br>Business | Commercial<br>Facilities | Business & Corporate Facilities | Other                | Elimination/<br>Corporate | Consolidated         |  |
| Amortization of goodwill<br>Goodwill at March 31, 2015 |                             | ¥ (8) (103)       | ¥ 1,309<br>17,070    |                              | ¥ 535<br>4,654           | ¥ 1,647<br>29,646               | ¥ (250)<br>(3,130)   |                           | ¥ 3,233<br>48,137    |  |
|  |                             |                   |                      | Th                           | ousands of U.S. D        | ollars                          |                      |                           |                      |  |
|  | Cinala                      |                   |                      | Evictina                     | 2017                     | Business &                      |                      |                           |                      |  |
|  | Single-<br>Family<br>Houses | Rental<br>Housing | Condominiums         | Existing Home Business       | Commercial Facilities    | Corporate Facilities            | Other                | Elimination/<br>Corporate | Consolidated         |  |
| Amortization of goodwill<br>Goodwill at March 31, 2017 |                             | \$ (71)<br>(777)  | \$ 10,446<br>127,089 |                              | \$ 7,098<br>33,911       | \$ 19,920<br>328,643            | \$ 3,259<br>(16,616) |                           | \$ 40,652<br>472,250 |  |

#### 14. OTHER INCOME (EXPENSES): OTHER - NET

"Other income (expenses): Other - net" for the years ended March 31, 2017, 2016 and 2015 consisted of the following:

|   |   | Mi                 | illions of Ye             | 1                  | <br>ousands of<br>S. Dollars |
|---|---|--------------------|---------------------------|--------------------|------------------------------|
|   |   | 2017               | <u>2016</u>               | <u>2015</u>        | <u>2017</u>                  |
| Real estate acquisition tax and other taxes<br>Allowance for doubtful accounts<br>Equity in earnings (losses) of associated | ¥ | (1,744)<br>(5,045) | ¥ (1,672)<br>(960)        | ¥ (1,094)<br>(318) | \$<br>(15,571)<br>(45,045)   |
| companies Gain on step acquisitions Merger expenses Gain on sales of investment in unconsolidated                           |   | (1,275)            | (575)<br>4,148<br>(1,190) | 12<br>5<br>(1,780) | (11,384)                     |
| subsidiaries and associated companies Other - net   |   | 23<br>(3,263)      | 893                       | 263<br>1,119       | <br>205<br>(29,134)          |
| Total   | ¥ | (11,304)           | ¥ 644                     | ¥ (1,793)          | \$<br>(100,929)              |

#### 15. INCOME TAXES

The parent company and its domestic subsidiaries are subject to Japanese national and local income taxes which, in the aggregate, resulted in a normal effective statutory tax rate of approximately 30.8% for the year ended March 31, 2017 and 33.0% for the year ended March 31, 2016.

The tax effects of significant temporary differences and tax loss carryforwards which resulted in deferred tax assets and liabilities as of March 31, 2017 and 2016 are as follows:

|                                    |             |                 | Thousands of |  |
|------------------------------------|-------------|-----------------|--------------|--|
|                                    | Millions    | Millions of Yen |              |  |
|                                    | <u>2017</u> | <u>2016</u>     | <u>2017</u>  |  |
| CURRENT:                           |             |                 |              |  |
| Deferred tax assets:               |             |                 |              |  |
| Write-down of real estate for sale | ¥ 7,281     | ¥ 7,141         | \$ 65,009    |  |
| Accrued bonuses                    | 14,970      | 14,024          | 133,661      |  |
| Accrued enterprise tax             | 3,161       | 4,516           | 28,223       |  |
| Other                              | 18,704      | 14,719          | 167,000      |  |
| Less valuation allowance           | (3,386)     | (4,993)         | (30,232)     |  |
| Deferred tax assets                | 40,730      | 35,407          | 363,661      |  |
| Deferred tax liabilities - other   | (3)         | (6)             | (27)         |  |
| Net deferred tax assets            | ¥ 40,727    | ¥ 35,401        | \$ 363,634   |  |

|  | Millior  | ns of Yen | Thousands of U.S. Dollars |
|--|----------|-----------|---------------------------|
|  | 2017     | 2016      | <u>2017</u>               |
| NON-CURRENT:   |          |           |                           |
| Deferred tax assets:                                 |          |           |                           |
| Liability for employees' retirement benefits         | ¥ 84,094 | ¥ 86,516  | \$ 750,839                |
| Unrealized gains on sales of property, plant and     |          |           |                           |
| equipment  | 9,448    | 8,900     | 84,357                    |
| Excess of depreciation of property, plant and        |          |           |                           |
| equipment  | 21,589   | 22,621    | 192,759                   |
| Loss carryforwards                                   | 28,936   | 28,581    | 258,357                   |
| Other  | 47,515   | 45,318    | 424,241                   |
| Less valuation allowance                             | (56,877) | (55,418)  | (507,830)                 |
| Deferred tax assets                                  | 134,705  | 136,518   | 1,202,723                 |
| Deferred tax liabilities:                            |          |           |                           |
| Retained earnings appropriated for tax allowable     |          |           |                           |
| reserves   | (2,986)  | (3,049)   | (26,661)                  |
| Net unrealized gain on available-for-sale securities | (37,533) | (36,313)  | (335,116)                 |
| Other  | (10,700) | (9,784)   | (95,536)                  |
| Deferred tax liabilities                             | (51,219) | (49,146)  | (457,313)                 |
| Net deferred tax assets                              | ¥ 83,486 | ¥ 87,372  | \$ 745,410                |

A reconciliation between the normal effective statutory tax rate and the actual effective tax rates for the years ended March 31, 2017 and 2016 is insignificant and not disclosed.

As of March 31, 2017, certain subsidiaries have tax loss carryforwards aggregating to approximately ¥97,182 million (\$867,696 thousand) which are available to be offset against taxable income of such subsidiaries in future years. These tax loss carryforwards, if not utilized, will expire as follows:

| Years Ending March 31 | Millions of Yen | Thousands of U.S. Dollars |
|-----------------------|-----------------|---------------------------|
| 2018                  | ¥ 34,895        | \$ 311,562                |
| 2019                  | 7,510           | 67,054                    |
| 2020                  | 13,365          | 119,330                   |
| 2021                  | 20,303          | 181,277                   |
| 2022                  | 9,746           | 87,018                    |
| 2023 and thereafter   | 11,363          | 101,455                   |
| Total                 | ¥ 97,182        | \$ 867,696                |

#### 16. RESEARCH AND DEVELOPMENT COSTS

Research and development costs charged to income were \(\frac{\pm}{4}\), 381 million (\(\frac{\pm}{7}\)4,830 thousand), \(\frac{\pm}{7}\), 998 million and \(\frac{\pm}{7}\), 731 million for the years ended March 31, 2017, 2016 and 2015, respectively.

#### 17. SUPPLEMENTAL CASH FLOW INFORMATION

#### For the year ended March 31, 2016

Nagareyama Kyodokaihatsu Co., Ltd. was acquired. Assets and liabilities of this company at the time of consolidation, cost of purchase of investments in subsidiaries and purchases of a consolidated subsidiary were as follows:

|   | $\frac{\text{Millions of}}{\frac{\text{Yen}}{2016}}$ |
|---|--|
| Assets  | ¥ 12,564   |
| Liabilities   | (3,660)  |
| Cost of purchase of investments in subsidiaries                   | 8,904  |
| Payable for cost of purchase of investments in subsidiaries       | (100)  |
| Cash and cash equivalents of consolidated subsidiary              | (79)   |
| Payments for purchases of shares of newly consolidated subsidiary | ¥ 8,725  |

#### For the year ended March 31, 2015

Daiwa House Parking Co., Ltd. (formerly TOMO Co., Ltd.) was acquired. Assets and liabilities of this company at the time of consolidation, cost of purchase of investments in subsidiaries and purchases of a consolidated subsidiary were as follows:

|   | Millions of Yen |
|---|-----------------|
|   | 2015            |
| Assets  | ¥ 2,086         |
| Liabilities   | (1,524)         |
| Goodwill  | 1,204           |
| Non-controlling interests   | (48)            |
| Cost of purchase of investments in subsidiaries                   | 1,718           |
| Carrying value of previously held equity interest                 | (3)             |
| Gain on step acquisitions   | (5)             |
| Additional cash paid for the capital                              | 1,710           |
| Cash paid in previous period for the capital                      | (14)            |
| Cash and cash equivalents of consolidated subsidiary              | (489)           |
| Payments for purchases of shares of newly consolidated subsidiary | ¥ 1,207         |

#### Major noncash transactions

During the year ended March 31, 2016, Daiwa Odakyu Construction Co., Ltd. was acquired by a share exchange (Merged with Fujita Corporation in October, 2015). Assets and liabilities of company at the acquisition date were as follows:

|   | $\frac{\text{Millions of}}{\frac{\text{Yen}}{2016}}$ |
|---|--|
| Current assets Fixed assets               | ¥ 33,268<br>20,195                                   |
| Total                                     | ¥ 53,463   |
| Current liabilities Long-term liabilities | ¥ (30,288)<br>(7,276)                                |
| Total                                     | ¥ (37,564)   |

Current assets include cash and cash equivalents at the acquisition date of ¥13,240 million, which are recorded in "Increase in cash and cash equivalents resulting from share exchanges."

#### 18. LEASES

#### **Finance Leases:**

(Lessee)

The Company leases certain machinery, computer equipment, office space and other assets.

Total rental expenses including lease payments under finance leases for the years ended March 31, 2017, 2016 and 2015 were \(\frac{4}{23}\),651 million (\(\frac{5}{211}\),170 thousand), \(\frac{4}{36}\),013 million and \(\frac{4}{26}\),096 million, respectively.

For the years ended March 31, 2017, 2016 and 2015, the Company recorded an impairment loss of \(\frac{\pmathcal{4}}{409}\) million (\\$3,652 thousand), \(\frac{\pmathcal{2}}{295}\) million and \(\frac{\pmathcal{3}}{300}\) million, respectively, on certain leased property held under finance leases that do not transfer ownership and a corresponding allowance for impairment loss on leased property, which is included in long-term liabilities - other.

Obligations under finance leases were as follows:

|  | Millions of<br>Yen | Thousands of U.S. Dollars |
|--|--------------------|---------------------------|
|  | <u>2017</u>        | <u>2017</u>               |
| Due within one year Due after one year | ¥ 2,699<br>24,120  | \$ 24,098<br>215,357      |
| Total                                  | ¥ 26,819           | \$ 239,455                |

#### Pro forma information of leased property whose lease inception was before March 31, 2008

ASBJ Statement No. 13, "Accounting Standard for Lease Transactions," requires that all finance lease transactions be capitalized to recognize lease assets and lease obligations in the consolidated balance sheet. However, ASBJ Statement No. 13 permits leases without ownership transfer of the leased property to any lessee whose lease inception was before March 31, 2008 to continue to be accounted for as operating lease transactions if certain "as if capitalized" information is disclosed in the notes to the consolidated financial statements. The Company applied ASBJ Statement No. 13 effective April 1, 2008 and accounted for such leases as operating lease transactions. Pro forma information regarding leased property whose lease inception was before March 31, 2008 was as follows:

|                             | Millions of Yen |           |              |           |  |
|-----------------------------|-----------------|-----------|--------------|-----------|--|
|                             |                 | 2017      |              |           |  |
|                             | Buildings       | Machinery |              |           |  |
|                             | and             | and       | Furniture    |           |  |
|                             | Structures      | Equipment | and Fixtures | Total     |  |
| Acquisition cost            | ¥ 239,877       | ¥ 774     | ¥ 214        | ¥ 240,865 |  |
| Accumulated depreciation    | 149,644         | 670       | 204          | 150,518   |  |
| Accumulated impairment loss | 5,482           |           |              | 5,482     |  |
| Net leased property         | ¥ 84,751        | ¥ 104     | ¥ 10         | ¥ 84,865  |  |

|                             |              | Million     | s of Yen       |              |
|-----------------------------|--------------|-------------|----------------|--------------|
|                             |              | 20          | )16            |              |
|                             | Buildings    | Machinery   |                |              |
|                             | and          | and         | Furniture      |              |
|                             | Structures   | Equipment   | and Fixtures   | Total        |
| Acquisition cost            | ¥ 264,609    | ¥ 1,338     | ¥ 233          | ¥ 266,180    |
| Accumulated depreciation    | 153,579      | 1,137       | 201            | 154,917      |
| Accumulated impairment loss | 5,921        |             |                | 5,921        |
| Net leased property         | ¥ 105,109    | ¥ 201       | ¥ 32           | ¥ 105,342    |
|                             |              | Thousands o | f U.S. Dollars |              |
|                             |              | 20          | )17            |              |
|                             | Buildings    | Machinery   |                |              |
|                             | and          | and         | Furniture      |              |
|                             | Structures   | Equipment   | and Fixtures   | Total        |
| Acquisition cost            | \$ 2,141,758 | \$ 6,911    | \$ 1,910       | \$ 2,150,579 |
| Accumulated depreciation    | 1,336,107    | 5,982       | 1,821          | 1,343,910    |
| Accumulated impairment loss | 48,946       |             |                | 48,946       |
| Net leased property         | \$ 756,705   | \$ 929      | \$ 89          | \$ 757,723   |

Obligations under finance leases as of March 31, 2017 and 2016 were as follows:

|   | Million            | Thousands of U.S. Dollars |                       |
|---|--------------------|---------------------------|-----------------------|
|   | <u>2017</u>        | 2016                      | 2017                  |
| Due within one year<br>Due after one year | ¥ 23,467<br>84,149 | ¥ 22,249<br>107,709       | \$ 209,527<br>751,330 |
| Total                                     | ¥ 107,616          | ¥ 129,958                 | \$ 960,857            |

The allowance for impairment loss on leased property of \(\xi\_2,734\) million (\(\xi\_4,411\) thousand), \(\xi\_3,019\) million and \(\xi\_3,544\) million as of March 31, 2017, 2016 and 2015, respectively, is not included in the obligations under finance leases.

Depreciation expense, interest expense and other information under finance leases:

|   |                   | Millions of Ye    | 1                 | Thousands of U.S. Dollars |
|---|-------------------|-------------------|-------------------|---------------------------|
|   | 2017              | <u>2016</u>       | 2015              | <u>2017</u>               |
| Depreciation expense<br>Interest expense                    | ¥ 11,927<br>6,484 | ¥ 12,625<br>7,401 | ¥ 13,454<br>9,031 | \$ 106,491<br>57,893      |
| Total   | ¥ 18,411          | ¥ 20,026          | ¥ 22,485          | <u>\$ 164,384</u>         |
| Lease payments Reversal of allowance for impairment loss on | ¥20,639           | ¥21,967           | ¥22,867           | \$184,277                 |
| leased property<br>Impairment loss                          | 686<br>402        | 818<br>292        | 723<br>330        | 6,125<br>3,589            |

Depreciation expense and interest expense, which are not reflected in the accompanying consolidated statement of income, are computed by the straight-line method and the interest method, respectively.

(Lessor)

The net lease investment assets were summarized as follows:

|   | Millions                      | Thousands of U.S. Dollars    |                                 |
|---|-------------------------------|------------------------------|---------------------------------|
|   | <u>2017</u>                   | 2016                         | 2017                            |
| Gross lease receivables Unguaranteed residual values Unearned interest income | ¥ 32,812<br>1,023<br>(10,954) | ¥ 25,789<br>1,155<br>(7,682) | \$ 292,964<br>9,134<br>(97,803) |
| Lease investment assets, current  | ¥ 22,881                      | ¥ 19,262                     | \$ 204,295                      |

Maturities of lease receivables for finance leases that were deemed to transfer ownership of the leased property to the lessee as of March 31, 2017 are as follows:

| Years Ending March 31 | Millions of Yen | Thousands of U.S. Dollars |  |
|-----------------------|-----------------|---------------------------|--|
| 2018                  | ¥ 440           | \$ 3,929                  |  |
| 2019                  | 448             | 4,000                     |  |
| 2020                  | 1,013           | 9,045                     |  |
| 2021                  | 174             | 1,554                     |  |
| 2022                  | 143             | 1,277                     |  |
| 2023 and thereafter   | <u>673</u>      | 6,008                     |  |
| Total                 | ¥ 2,891         | \$ 25,813                 |  |

Maturities of lease investment assets for finance leases that were deemed not to transfer ownership of the leased property to the lessee as of March 31, 2017 are as follows:

| Years Ending March 31 | Millions of Yen | Thousands of U.S. Dollars |  |
|-----------------------|-----------------|---------------------------|--|
| 2018                  | ¥ 5,296         | \$ 47,286                 |  |
| 2019                  | 4,653           | 41,545                    |  |
| 2020                  | 3,503           | 31,277                    |  |
| 2021                  | 2,651           | 23,670                    |  |
| 2022                  | 1,955           | 17,455                    |  |
| 2023 and thereafter   | 14,754          | 131,731                   |  |
| Total                 | ¥ 32,812        | \$ 292,964                |  |

# Pro forma information of leased property whose lease inception was before March 31, 2008

Property and equipment leased to customers under finance lease arrangements mentioned above as of March 31, 2017 and 2016 consisted of the following:

|  | M           | Machinery and Equipment |                           |  |
|--|-------------|-------------------------|---------------------------|--|
|  | Million     | s of Yen                | Thousands of U.S. Dollars |  |
|  | <u>2017</u> | <u>2016</u>             | <u>2017</u>               |  |
| Acquisition cost<br>Accumulated depreciation | ¥ 32<br>30  | ¥ 36<br>30              | \$ 286<br>268             |  |
| Net leased property                          | <u>¥ 2</u>  | <u>¥ 6</u>              | \$ 18                     |  |

Future rental income under finance leases as of March 31, 2017 and 2016 was as follows:

|  | Million     | s of Yen    | Thousands of U.S. Dollars |  |
|--|-------------|-------------|---------------------------|--|
|  | <u>2017</u> | <u>2016</u> | 2017                      |  |
| Due within one year Due after one year | ¥ 2         | ¥ 4 2       | \$ 18                     |  |
| Total                                  | ¥ 2         | ¥ 6         | \$ 18                     |  |

Rental income, interest income and depreciation expense under finance leases at March 31, 2017, 2016 and 2015 were as follows:

|                      | N           | Millions of Ye | n    | Thousands of U.S. Dollars |
|----------------------|-------------|----------------|------|---------------------------|
|                      | <u>2017</u> | <u>2016</u>    | 2015 | <u>2017</u>               |
| Rental income        | ¥ 4         | ¥ 9            | ¥ 64 | \$ 36                     |
| Interest income      |             | 1              | 3    |                           |
| Depreciation expense | 4           | 8              | 61   | 36                        |

Imputed interest income is excluded from the amount of rental income under finance leases.

## **Operating Leases:**

Obligations and future rental income under non-cancellable operating leases as of March 31, 2017 and 2016 were as follows:

(Lessee)

|   | Millions of Yen  2017 2016                       | Thousands of U.S. Dollars 2017 |
|---|--|--------------------------------|
| Due within one year<br>Due after one year | ¥ 52,468 ¥ 49,974<br>469,426 445,797             | \$ 486,464<br>4,191,304        |
| Total                                     | ¥ 521,894 ¥ 495,771                              | \$ 4,659,768                   |
| (Lessor)                                  |  |                                |
|   | Millions of Yen  2017 2016                       | Thousands of U.S. Dollars 2017 |
| Due within one year<br>Due after one year | ¥ 3,514 ¥ 3,372<br><u>211,955</u> <u>207,178</u> | \$ 31,375<br>1,892,455         |
| Total                                     | ¥ 215,469 ¥ 210,550                              | \$ 1,923,830                   |

#### 19. FINANCIAL INSTRUMENTS AND RELATED DISCLOSURES

(1) Company policy for financial instruments

The Company uses financial instruments, mainly loans from banks, bonds and commercial paper, based on its capital financing plan. Cash surpluses, if any, are invested in low-risk financial assets. Derivatives are not used for speculative purposes, but to manage exposure to financial risks as described in (2) below.

(2) Nature and extent of risks arising from financial instruments, and risk management for financial instruments

Receivables, such as trade notes, trade accounts and lease deposits, are exposed to customer credit risk. The Company manages its credit risk by monitoring payment terms and balances of customers to identify the default risk of customers at an early stage.

Marketable and investment securities, such as stock, certificates of deposit, debt securities, investment trusts and investments in capital of partnership, are exposed to issuers' credit risk and price fluctuation risk. The Company manages its credit risk and price fluctuation risk by monitoring market values and the financial position of issuers on a regular basis.

Payment terms of payables, such as trade notes and trade accounts, are mainly less than one year. Lease deposits received consist mainly of the deposits of the real estate business. The loans from banks and bonds are used mainly for investment in plant, equipment and leased property. Maturities of bank loans and bonds are mainly less than 20 years after the consolidated balance sheet date. Some of such bank loans and payables are exposed to liquidity risk.

The Company manages its liquidity risk by holding adequate volumes of liquid assets along with adequate financial planning by the financial department.

With respect to loans from banks and foreign currency receivables and payables dominated in foreign currencies, the Company enters into foreign currency swap contracts to hedge foreign currency fluctuations.

With respect to floating-rate loans from banks, the Company enters into interest rate swap contracts to hedge interest rate fluctuations.

Based on internal guidelines, the Company enters into interest rate and foreign currency swaps to hedge fluctuation risks of interest rate or foreign currency. It is the Company's policy to use derivatives only for the purpose of reducing market risks associated with assets and liabilities. Because the counterparties to those derivatives are limited to major international financial institutions, the Company does not anticipate any losses arising from credit risk.

#### (3) Fair values of financial instruments

Fair values of financial instruments are based on quoted prices in active markets. If quoted prices are not available, other rational valuation techniques are used instead. Also, please see Note 20 for the details of fair value for derivatives and derivative risks.

# (a) Fair value of financial instruments

| air value of financial instruments   |   | Mi  | llions of Yen   |   |
|--|---|---|---|---|
|  |   | 1411  | 2017  |   |
|  | Carrying<br>Amount  |   | Fair<br>Value   | Unrealized<br>Gain/Loss                                     |
| Cash and cash equivalents<br>Short-term investments<br>Receivables   | ¥ 213,310<br>3,440<br>315,275   |   | 213,310<br>3,440  |   |
| Allowance for doubtful receivables   | (745<br>314,530   | _   | 314,511   | ¥ (19)  |
| Marketable and investment securities: Held-to-maturity Investments in unconsolidated subsidiaries and  | 4,437   |   | 4,620   | 183   |
| associated companies Available-for-sale Lease deposits Allowance for doubtful accounts   | 766<br>198,250<br>214,740<br>(500   |   | 631<br>198,250  | (135)   |
|  | 214,240   |   | 211,129   | (3,111)   |
| Total  | ¥ 948,973   | ¥   | 945,891   | ¥ (3,082)   |
| Short-term bank loans Payables Income taxes payable Long-term debt (Bonds) Long-term debt (Loans from banks) Lease deposits received   | ¥ 78,945<br>477,125<br>52,511<br>200,010<br>361,717<br>261,344  |   | 78,945<br>477,125<br>52,511<br>199,689<br>364,721<br>256,208  | ¥ (321)<br>3,004<br>(5,136)                                 |
| Total  | ¥ 1,431,652   | ¥   | 1,429,199   | ¥ (2,453)   |
| Derivatives  | ¥14   |   | ¥14   |   |
|  |   |   |   |   |
|  |   | Mi  | llions of Yen   |   |
|  | Carrying<br>Amount  | Mi  | llions of Yen 2016 Fair Value   | Unrealized<br>Gain/Loss                                     |
| Cash and cash equivalents Short-term investments Receivables Allowance for doubtful receivables  | Amount<br>¥ 188,923<br>3,648<br>281,756   | ¥   | 2016<br>Fair  |   |
| Short-term investments Receivables Allowance for doubtful receivables  | Amount<br>¥ 188,923<br>3,648  | ¥   | 2016<br>Fair<br>Value<br>188,923  |   |
| Short-term investments<br>Receivables  | Amount  ¥ 188,923 3,648 281,756 (905) 280,851 4,401   | ¥   | 2016<br>Fair<br>Value<br>188,923<br>3,648   | Gain/Loss   |
| Short-term investments Receivables Allowance for doubtful receivables  Marketable and investment securities: Held-to-maturity  | Amount  ¥ 188,923 3,648 281,756 (905) 280,851 4,401 1,322 187,619 205,660 (536)   | ¥<br>) _                                    | 2016 Fair Value  188,923 3,648  280,842 4,642 636 187,619   | Fain/Loss  4 (9)  241  (686)                                |
| Short-term investments Receivables Allowance for doubtful receivables  Marketable and investment securities: Held-to-maturity Investments in unconsolidated subsidiaries and associated companies Available-for-sale Lease deposits Allowance for doubtful accounts  | Amount  ¥ 188,923 3,648 281,756 (905) 280,851 4,401 1,322 187,619 205,660 (536) 205,124   | ) _   | 2016 Fair Value  188,923 3,648  280,842 4,642 636 187,619   | Gain/Loss  ¥ (9)  241  (686)                                |
| Short-term investments Receivables Allowance for doubtful receivables  Marketable and investment securities: Held-to-maturity Investments in unconsolidated subsidiaries and associated companies Available-for-sale Lease deposits  | Amount  ¥ 188,923 3,648 281,756 (905) 280,851 4,401 1,322 187,619 205,660 (536)   | ) _   | 2016 Fair Value  188,923 3,648  280,842 4,642 636 187,619  203,444 869,754  | Fain/Loss  4 (9)  241  (686)                                |
| Short-term investments Receivables Allowance for doubtful receivables  Marketable and investment securities: Held-to-maturity Investments in unconsolidated subsidiaries and associated companies Available-for-sale Lease deposits Allowance for doubtful accounts  | Amount  ¥ 188,923 3,648 281,756 (905) 280,851 4,401 1,322 187,619 205,660 (536) 205,124   | )<br>\\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\ | 2016 Fair Value  188,923 3,648  280,842 4,642 636 187,619  203,444 869,754  | Gain/Loss  ¥ (9)  241  (686)                                |
| Short-term investments Receivables Allowance for doubtful receivables  Marketable and investment securities: Held-to-maturity Investments in unconsolidated subsidiaries and associated companies Available-for-sale Lease deposits Allowance for doubtful accounts  Total  Short-term bank loans Payables Income taxes payable Long-term debt (Bonds) Long-term debt (Loans from banks) | Amount  ¥ 188,923 3,648 281,756 (905) 280,851  4,401  1,322 187,619 205,660 (536) 205,124  ¥ 871,888  ¥ 54,291 495,378 60,429 110,096 327,578 | )<br>\\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\ \\ | 2016 Fair Value  188,923 3,648  280,842  4,642  4,642  636 187,619  203,444  869,754  54,291 495,378 60,429 110,966 332,184 | Gain/Loss  ¥ (9) 241 (686)  (1,680)  ¥ (2,134)  ¥ 870 4,606 |

|  | Thousands of U.S. Dollars |               |                         |  |  |
|--|---------------------------|---------------|-------------------------|--|--|
|  | 2017                      |               |                         |  |  |
|  | Carrying<br>Amount        | Fair Value    | Unrealized<br>Gain/Loss |  |  |
|  | Amount                    | Tall Value    | Gaill/Loss              |  |  |
| Cash and cash equivalents                  | \$ 1,904,554              | \$ 1,904,554  |                         |  |  |
| Short-term investments                     | 30,714                    | 30,714        |                         |  |  |
| Receivables                                | 2,814,955                 | ,             |                         |  |  |
| Allowance for doubtful receivables         | (6,652)                   |               |                         |  |  |
|  | 2,808,303                 | 2,808,134     | \$ (169)                |  |  |
| Marketable and investment securities:      | =,000,505                 | 2,000,10      | <b>(103)</b>            |  |  |
| Held-to-maturity                           | 39,616                    | 41,250        | 1,634                   |  |  |
| Investments in unconsolidated subsidiaries | ,                         | ,             | -,                      |  |  |
| and associated companies                   | 6,839                     | 5,634         | (1,205)                 |  |  |
| Available-for-sale                         | 1,770,089                 | 1,770,089     | (-,)                    |  |  |
| Lease deposits                             | 1,917,321                 | -,,,,,,,,     |                         |  |  |
| Allowance for doubtful accounts            | (4,464)                   |               |                         |  |  |
|  | 1,912,857                 | 1,885,080     | (27,777)                |  |  |
|  | 1,512,007                 | 1,000,000     |                         |  |  |
| Total                                      | \$ 8,472,972              | \$ 8,445,455  | \$ (27,517)             |  |  |
|  |                           |               |                         |  |  |
| Short-term bank loans                      | \$ 704,866                | \$ 704,866    |                         |  |  |
| Payables                                   | 4,260,045                 | 4,260,045     |                         |  |  |
| Income taxes payable                       | 468,848                   | 468,848       |                         |  |  |
| Long-term debt (Bonds)                     | 1,785,804                 | 1,782,938     | \$ (2,866)              |  |  |
| Long-term debt (Loans from banks)          | 3,229,616                 | 3,256,438     | 26,822                  |  |  |
| Lease deposits received                    | 2,333,429                 | 2,287,571     | (45,858)                |  |  |
| Total                                      | \$ 12,782,608             | \$ 12,760,706 | \$ (21,902)             |  |  |
| Derivatives                                | \$125                     | \$125         |                         |  |  |

# Cash and cash equivalents and short-term investments

The carrying values of cash and cash equivalents and short-term investments approximate fair value because of their short-term maturities.

## Receivables

The fair values of receivables are measured at the amount to be received at maturity, discounted at the Company's assumed corporate discount rate.

#### Marketable and investment securities

The fair values of marketable and investment securities are measured at the quoted market price of the stock exchange for equity instruments and at the quoted price obtained from the financial institution for certain debt instruments. Fair value information for marketable and investment securities by classification is included in Note 3.

## Lease deposits

The fair values of lease deposits are measured at the amount to be received at maturity, discounted at the Company's assumed corporate discount rate.

## Short-term bank loans, payables and income taxes payable

The carrying values of short-term bank loans, payables and income taxes payable approximate fair value because of their short-term maturities.

## Long-term debt (Bonds)

The fair values of bonds are based on quoted prices in active markets.

## Long-term debt (Loans from banks)

The carrying values of long-term loans from banks with floating rates approximate fair value because they reflect the market interest rates timely. The fair values of loans from banks with fixed rates are determined by discounting the cash flows related to the debt at the Company's assumed corporate discount rate. The fair values of loans from banks with the interest rate swap or currency swap transactions are determined by the discounting the total amounts of principal and interest payment related to the debt at the Company's assumed corporate discount rate.

## Lease deposits received

The fair values of lease deposits received are measured at the amount to be paid at maturity, discounted at the Company's assumed corporate discount rate.

#### Derivatives

The information regarding the fair value for derivatives is included in Note 20.

## (b) Financial instruments whose fair value cannot be reliably determined

|  | Carrying Amount |             |              |  |  |
|--|-----------------|-------------|--------------|--|--|
|  |                 |             | Thousands of |  |  |
|  | Million         | s of Yen    | U.S. Dollars |  |  |
|  | <u>2017</u>     | <u>2016</u> | <u>2017</u>  |  |  |
| Equity securities                                      | ¥ 82,528        | ¥ 82,409    | \$ 736,857   |  |  |
| Preferred fund certificates                            | 18,877          | 31,715      | 168,545      |  |  |
| Bonds  | 8,000           | 8,000       | 71,429       |  |  |
| Investments in limited liability partnership and other | 9,253           | 5,514       | 82,616       |  |  |

## (4) Maturity analysis for financial assets and securities with contractual maturities

|                                       | Millions of Yen |              |            |              |  |  |  |
|---------------------------------------|-----------------|--------------|------------|--------------|--|--|--|
|                                       | 2017            |              |            |              |  |  |  |
|                                       |                 | Due after    | Due after  |              |  |  |  |
|                                       |                 | One Year     | Five Years |              |  |  |  |
|                                       | Due in One      | through Five | through    | Due after 10 |  |  |  |
|                                       | Year or Less    | Years        | 10 Years   | Years        |  |  |  |
| Cash and cash equivalents             | ¥ 213,310       |              |            |              |  |  |  |
| Short-term investments                | 3,440           |              |            |              |  |  |  |
| Receivables                           | 299,555         | ¥ 10,230     | ¥ 4,719    | ¥ 771        |  |  |  |
| Marketable and investment securities: |                 |              |            |              |  |  |  |
| Held-to-maturity                      |                 | 2,274        | 2,314      | 10           |  |  |  |
| Available-for-sale securities         |                 |              |            |              |  |  |  |
| with contractual maturities           | 2,006           | 150          |            | 120          |  |  |  |
| Lease deposits                        | 23,440          | 71,828       | 58,313     | 66,259       |  |  |  |
| Total                                 | ¥ 541,751       | ¥ 84,482     | ¥ 65,346   | ¥ 67,160     |  |  |  |

|   | Millions of Yen           |                       |                     |              |  |  |  |  |
|---|---------------------------|-----------------------|---------------------|--------------|--|--|--|--|
|   | 2016                      |                       |                     |              |  |  |  |  |
|   |                           | Due after             | Due after           |              |  |  |  |  |
|   |                           | One Year              | Five Years          |              |  |  |  |  |
|   | Due in One                | through Five          | through             | Due after 10 |  |  |  |  |
|   | Year or Less              | Years                 | 10 Years            | Years        |  |  |  |  |
| Cash and cash equivalents                                 | ¥ 188,923                 |                       |                     |              |  |  |  |  |
| Short-term investments                                    | 3,648                     |                       |                     |              |  |  |  |  |
| Receivables   | 264,065                   | ¥ 10,219              | ¥ 6,051             | ¥ 1,421      |  |  |  |  |
| Marketable and investment securities:                     |                           |                       |                     |              |  |  |  |  |
| Held-to-maturity  | 0                         | 1,720                 | 2,868               | 10           |  |  |  |  |
| Available-for-sale securities with contractual maturities | 16                        | 2,156                 |                     | 120          |  |  |  |  |
| Lease deposits  | 22,670                    | 70,118                | 58,282              | 60,683       |  |  |  |  |
| Lease deposits  | 22,070                    | 70,110                | 30,202              | 00,003       |  |  |  |  |
| Total   | ¥ 479,322                 | ¥ 84,213              | ¥ 67,201            | ¥ 62,234     |  |  |  |  |
|   | Thousands of U.S. Dollars |                       |                     |              |  |  |  |  |
|   | 2017                      |                       |                     |              |  |  |  |  |
|   |                           | Due after             | Due after           |              |  |  |  |  |
|   | Due in One                | One Year              | Five Years          | Due after 10 |  |  |  |  |
|   | Year or Less              | through Five<br>Years | through<br>10 Years | Years        |  |  |  |  |
|   | 1 car of Less             | 1 cars                | 10 1 cars           | 1 cars       |  |  |  |  |
| Cash and cash equivalents                                 | \$ 1,904,554              |                       |                     |              |  |  |  |  |
| Short-term investments                                    | 30,714                    |                       |                     |              |  |  |  |  |
| Receivables   | 2,674,598                 | \$ 91,339             | \$ 42,134           | \$ 6,884     |  |  |  |  |
| Marketable and investment securities:                     |                           |                       |                     |              |  |  |  |  |
| Held-to-maturity  |                           | 20,304                | 20,661              | 89           |  |  |  |  |
| Available-for-sale securities                             |                           |                       |                     |              |  |  |  |  |
| with contractual maturities                               | 17,911                    | 1,339                 |                     | 1,071        |  |  |  |  |
| Lease deposits  | 209,286                   | 641,322               | 520,652             | 591,598      |  |  |  |  |
| Total   | \$ 4,837,063              | \$ 754,304            | \$ 583,447          | \$ 599,642   |  |  |  |  |

Please see Note 8 for annual maturities of bonds and loans from banks.

### 20. DERIVATIVES

The Company enters into currency swap contracts and foreign currency forward contracts to hedge foreign currency fluctuation risk associated with certain assets and liabilities denominated in foreign currencies. The Company enters into interest rate swap contracts to manage its interest rate exposures on certain liabilities.

It is the Company's policy to use derivatives only for the purpose of reducing market risks associated with assets and liabilities.

Derivatives are subject to market risk and credit risk. Because the counterparties to those derivatives are limited to major international financial institutions, the Company does not anticipate any losses arising from credit risk.

The Company implemented a risk control system for derivatives primarily to control the purpose, limitation and selection of counterparties. The system's primary function is to avoid excess risks associated with derivatives. Each derivative transaction, which is based on these internal policies, is reported to the Director of the Financing Department, and the execution and control of derivatives are managed by the Finance Section of the Company.

Derivative transactions to which hedge accounting was not applied at March 31, 2017 and 2016 were as follows:

|   |                        | Millions of Yen       |               |                        |                    |                       |               | Thousands of U.S. Dollars |                    |                       |               |                        |
|---|------------------------|-----------------------|---------------|------------------------|--------------------|-----------------------|---------------|---------------------------|--------------------|-----------------------|---------------|------------------------|
|   |                        | 2017 2016             |               |                        | 16                 |                       | 2017          |                           |                    |                       |               |                        |
|   |                        | Contract<br>Amount    |               |                        |                    | Contract<br>Amount    |               |                           |                    | Contract<br>Amount    |               |                        |
|   | Contract <u>Amount</u> | Due after<br>One Year | Fair<br>Value | Unrealized Gain (Loss) | Contract<br>Amount | Due after<br>One Year | Fair<br>Value | Unrealized Gain (Loss)    | Contract<br>Amount | Due after<br>One Year | Fair<br>Value | Unrealized Gain (Loss) |
| Foreign exchange forwards Buying Mexican peso |                        |                       |               |                        | ¥1,495             |                       | ¥(1)          | ¥(11)                     |                    |                       |               |                        |

Derivative transactions to which hedge accounting was applied as of March 31, 2017 and 2016 were as follows:

|  |                        | Millions of Yen |            |       |          |            | Thousands of U.S. Dollars |                  |            |          |
|--|------------------------|-----------------|------------|-------|----------|------------|---------------------------|------------------|------------|----------|
|  |                        | 2017            |            |       | 2016     |            |                           | 2017             |            |          |
|  |                        |                 | Contract   |       |          | Contract   |                           |                  | Contract   |          |
|  |                        |                 | Amount Due |       |          | Amount Due |                           |                  | Amount Due |          |
|  |                        | Contract        | after One  | Fair  | Contract | after One  | Fair                      | Contract         | after One  | Fair     |
| _  | Hedged Item            | Amount          | Year       | Value | Amount   | Year       | Value                     | Amount           | Year       | Value    |
| T  |                        |                 |            |       |          |            |                           |                  |            |          |
| Interest rate swaps:   | T ( 11)                | V 20 121        | V 26 622   |       | V 22 454 | V 21 (05   |                           | Ф. 240.207       | e 227.071  |          |
| (fixed rate payment, floating rate receipt)                                      | Long-term debt         | ¥ 39,121        | ¥ 36,632   |       | ¥ 32,454 | ¥ 31,695   |                           | \$ 349,295       | \$ 327,071 |          |
| (floating rate payment, fixed rate receipt)                                      | (Loans from banks)     | 6,960           | 6,960      |       | 6,960    | 6,960      |                           | 62,143           | 62,143     |          |
| Total  |                        | ¥ 46,081        | ¥ 43,592   |       | ¥ 39,414 | ¥ 38,655   |                           | \$ 411,438       | \$ 389,214 |          |
| 1041   |                        | 1 10,001        | 1 13,372   |       | 1 37,111 | 1 30,033   |                           | Ψ 111,130        | Ψ 309,211  |          |
| Currency swaps:  | Long-term debt         |                 |            |       |          |            |                           |                  |            |          |
| (payment in yen, receipt in U.S. dollars)  | (Loans from banks)     | ¥ 10,000        | ¥ 10,000   |       | ¥ 10,000 | ¥ 10,000   |                           | \$ 89,286        | \$ 89,286  |          |
|  |                        |                 |            |       |          |            |                           |                  |            |          |
| Interest rate and currency swaps:  | Long-term debt         |                 | ** ** **   |       |          |            |                           | <b>4.150.551</b> | <b>.</b>   |          |
| (fixed rate payment in yen, floating rate receipt in U.S. dollars)               | (Loans from banks)     | ¥ 20,000        | ¥ 20,000   | W 10  | ¥ 20,000 | ¥ 20,000   |                           | \$ 178,571       | \$ 178,571 | Φ.00     |
| (fixed rate payment in Malaysian ringgit, floating rate receipt in U.S. dollars) | Short-term bank loans  | 171             |            | ¥ 10  |          |            |                           | 1,527            | <u> </u>   | \$ 89    |
| Total  |                        | ¥ 20,171        | ¥ 20,000   | ¥ 10  | ¥ 20,000 | ¥ 20,000   |                           | \$ 180,098       | \$ 178,571 | \$ 89    |
| 1041   |                        | 1 20,171        | 1 20,000   | 1 10  | 1 20,000 | 1 20,000   |                           | ψ 100,000        | Ψ 170,571  | <u> </u> |
| Foreign currency forward contracts:  |                        |                 |            |       |          |            |                           |                  |            |          |
| Buying U.S. dollars  | Scheduled transaction  | ¥ 78            |            | ¥ 4   | ¥ 111    |            | ¥ (6)                     | \$ 696           |            | \$ 36    |
| Buying Indian rupees   | denominated in foreign |                 |            |       | 117      |            | (Ì1)                      |                  |            |          |
| Others   | currencies             |                 |            |       | 4        |            | (0)                       |                  |            |          |
|  |                        |                 |            |       |          |            |                           |                  |            |          |
| Total  |                        | ¥ 78            |            | ¥ 4   | ¥ 232    |            | ¥ (17)                    | \$ 696           |            | \$ 36    |
|  |                        |                 |            |       |          |            |                           |                  |            |          |

The fair value of derivative transactions is measured at the quoted price obtained from the financial institution.

The above interest rate swaps, currency swaps and interest rate and currency swaps which qualify for hedge accounting and meet specific matching criteria are not remeasured at market value but the differentials paid or received under the swap agreements are recognized and included in interest expense or income, and long-term debts (loans from banks) denominated in a foreign currency are translated at the contracted rates. In addition, the fair values of such interest rate swaps, currency swaps and interest rate and currency swaps in Note 19 are included in those of the hedged items (i.e., long-term debt).

## 21 CONTINGENCIES

At March 31, 2017, contingent liabilities for notes endorsed with recourse and loans guaranteed in the ordinary course of business amounted to \$246 million (\$2,196 thousand) and \$19,181 million (\$171,259 thousand), respectively. Included in loans guaranteed were customers' housing loans from banks in the amount of \$18,359 million (\$163,920 thousand).

## 22. COMPREHENSIVE INCOME

The components of other comprehensive income for the years ended March 31, 2017, 2016 and 2015 were as follows:

|   | N                                    | Thousands of U.S. Dollars              |   |  |
|---|--------------------------------------|--|---|--|
|   | 2017                                 | <u>2016</u>                            | 2015                                      | 2017                                       |
| Unrealized gain on available-for-sale securities: Gain arising during the year Reclassification adjustments to loss Amount before income tax effect Income tax effect | ¥ 6,234<br>(978)<br>5,256<br>(1,528) | ¥ 6,467<br>(8,737)<br>(2,270)<br>2,903 | ¥ 49,167<br>(3,253)<br>45,914<br>(12,094) | \$ 55,661<br>(8,732)<br>46,929<br>(13,643) |
| Total   | ¥ 3,728                              | ¥ 633                                  | ¥ 33,820                                  | \$ 33,286                                  |
| Deferred gain (loss) on derivatives under hedge accounting:   |                                      |  |   |  |
| Gain (loss) arising during the year<br>Reclassification adjustments to profit<br>Amount before income tax effect  | ¥ (34)<br>0<br>(34)                  | ¥ (106)<br>(106)                       | ¥ 120                                     | \$ (303)<br>0<br>(303)                     |
| Income tax effect   | (7)                                  | 57                                     | (46)                                      | (63)                                       |
| Total   | <u>¥ (41)</u>                        | <u>¥ (49</u> )                         | ¥ 74                                      | <u>\$ (366)</u>                            |
| Land revaluation difference:  |                                      |  |   |  |
| Income tax effect   | ¥                                    | ¥ 1,112                                | ¥ 2,222                                   | <u>\$</u>                                  |
| Foreign currency translation adjustments:<br>Adjustments arising during the year<br>Reclassification adjustments to profit or loss                                    | ¥ (2,366)                            | ¥ (2,965)<br>(1,747)                   | ¥ 5,579 (28)                              | \$ (21,125)<br>45                          |
| Total   | ¥ (2,361)                            | ¥ (4,712)                              | ¥ 5,551                                   | <u>\$ (21,080)</u>                         |
| Share of other comprehensive income (loss) in associated companies:   |                                      |  |   |  |
| Income (loss) arising during the year<br>Reclassification adjustments to profit or loss   | ¥ (4,862)                            | ¥ (3,624)<br>(93)                      | ¥ 6,687<br>43                             | \$ (43,411)                                |
| Total   | ¥ (4,862)                            | ¥ (3,717)                              | ¥ 6,730                                   | \$ (43,411)                                |
| Total other comprehensive income  | ¥ (3,536)                            | ¥ (6,733)                              | ¥ 48,397                                  | <u>\$ (31,571</u> )                        |

# 23. SUBSEQUENT EVENTS

## a. Appropriation of Retained Earnings

The following appropriation of retained earnings at March 31, 2017 will be approved at the parent company's shareholders' meeting held on June 29, 2017:

|   | Millions of Yen | Thousands of U.S. Dollars |
|---|-----------------|---------------------------|
| Year-end cash dividends, ¥52 (\$0.46) per share | ¥34,641         | \$309,295                 |

### b. Acquisition of Membership Interests by a Consolidated Subsidiary of the Parent Company

Daiwa House USA Inc., a wholly owned subsidiary of the parent company resolved at the meeting of its board of directors held on October 26, 2016 (October 25, 2016 USA Eastern Standard Time) to enter into an agreement to acquire membership interests in Stanley-Martin Communities, LLC (hereafter, "Stanley-Martin"), a single-family housing company in the USA, thereby making Stanley-Martin into a subsidiary. The said agreement was entered into as of the same date, and Stanley-Martin thereby became a subsidiary of Daiwa House USA Inc. through the acquisition of membership interests on February 14, 2017. (February 13, 2017 USA Eastern Standard Time)

As the date of this agreement fell within the 2016 fiscal year of Daiwa House USA Inc. (the year ended December 31, 2016), the agreement was herewith notified as a "significant subsequent event" for the fiscal year in question.

Furthermore, the parent company announced that Neighborhoods Capital, LLC (hereafter, "Neighborhoods"), the wholly-owned subsidiary of Stanley-Martin, became its specified subsidiary by acquiring membership interests of Stanley-Martin, due to the fact that the capital of Neighborhoods exceeds 10% of the parent company's capital.

### 1. Objective of acquisition of membership interests

The Company aimed to realize a society in which everyone can live spiritually enriched lives by creating new value, using it and refining it with its customers. As a "Group that co-creates value for individuals, communities, and people's lifestyles," the Company engaged in comprehensive business in the liferelated infrastructure industry, including businesses relating to single-family houses, rental housing, condominiums, existing home business, commercial facilities, business and corporate facilities.

The Company successfully completed a series of management plans, from its 1st Medium-Term Management Plan – which commenced in fiscal 2005 – through to its 4th Medium-Term Management Plan. The Company was about to embark on the first year of its 5th Medium-Term Management Plan, which commenced from the current period (fiscal 2016). As part of its key objectives, this latest plan included "aggressive investments in real estate development," and "accelerated expansion of overseas business," primarily in the USA, Australia, and ASEAN countries.

As part of this initiative, after the satisfaction of all of the conditions to the closing set forth in the purchase agreement, Daiwa House USA Inc. acquired 82.0% of the membership interests in Stanley-Martin, a US company involved in the single-family housing business. Stanley-Martin was a private company with its primary strategic base in the eastern USA, particularly the state of Virginia. It had extensive development experience based on customer-oriented management practices and its business was well-established in its community, having been involved in the development and sale of single-family houses for 50 years. With the cooperation of the Company, Stanley-Martin aimed to further develop the scope of its business in the region where it operates. Similarly, the Company aimed to accelerate the expansion of its US business by acquiring knowledge of the US single-family housing business from Stanley-Martin.

#### 2. Name of company in which membership interests were acquired

As stated above, the Company acquired 82.0% membership interests of Stanley-Martin from 7 asset management companies acting for the founding family, and from 18 financial investors, but at the request of the companies in question, the details of those companies were not disclosed. The Company did not have no relevant capital, personal, or business relationships with any of the companies in question.

- 3. Name, line of business, and corporate scale of company acquired
  - (1) Name of company:

Stanley-Martin Communities, LLC

(2) Business line:

Holding membership interests in companies (including Neighborhoods Capital, LLC) which engaged in the single family housing business and related businesses

(3) Corporate scale:

Equity: \$207,741 thousand

Total assets: \$587,107 thousand (As of December 31, 2016)

4. Date of acquisition of membership interests

February 14, 2017 (February 13, 2017 USA Eastern Standard Time)

- 5. Number of membership interests acquired, cost of acquisition, and percentage of membership interests held subsequent to acquisition
  - (1) Number of membership interests acquired:

112,698

(2) Cost of acquisition:

\$243,338 thousand

(3) Percentage of membership interests held subsequent to acquisition:

82.0%

6. Source of funds to be used in financing acquisition

Company's own funds

\* \* \* \* \* \*