

# Consolidated Financial Results for the Fiscal Year Ended March 31, 2015

#### [Japanese GAAP]

| Company name:      | ROHTO Pharmaceutical Co., Ltd.               | Stock Exchange listing: TSE, First Section     |
|--------------------|--|--|
| Stock code:        | 4527   | URL: http://www.rohto.co.jp/                   |
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| Scheduled date of  | f Annual General Meeting of Shareholders:    | June 23, 2015                                  |
| Scheduled date of  | f filing of Annual Securities Report:        | June 24, 2015                                  |
| Scheduled date of  | f dividend payment:                          | June 9, 2015                                   |
| Preparation of su  | pplementary materials for financial results: | Yes  |
| Holding of finance | cial results meeting:                        | Yes (for institutional investors and analysts) |

Note: The original disclosure in Japanese was released on May 14, 2015 at 15:00 (GMT +9).

(All amounts are rounded down to the nearest million yen)

#### 1. Consolidated Financial Results for the Fiscal Year Ended March 31, 2015 (April 1, 2014 – March 31, 2015)

(1) Consolidated results of operations (Percentages for net sales and incomes represent year-on-year changes)

| (1) consonance results of oper   | (i ereentage    |                        | ales and meen    | es repres                        | un jeur on jeu  | enanges) |                 |       |
|----------------------------------|-----------------|------------------------|------------------|----------------------------------|-----------------|----------|-----------------|-------|
|                                  | Net sales       | 3                      | Operating income |                                  | Ordinary income |          | Net income      |       |
|                                  | Millions of yen | %                      | Millions of yen  | %                                | Millions of yen | %        | Millions of yen | %     |
| Fiscal year ended Mar. 31, 2015  | 151,774         | 5.5                    | 13,159           | (21.8)                           | 14,098          | (17.6)   | 8,631           | (3.5) |
| Fiscal year ended Mar. 31, 2014  | 143,822         | 11.4                   | 16,821           | 17.0                             | 17,100          | 16.1     | 8,947           | 10.6  |
| Note: Comprehensive income (Mill | lions of yen):  |                        | Fiscal ye        | Fiscal year ended Mar. 31, 2015: |                 | 14,370   | (up 10.3%)      |       |
|                                  |                 | Fiscal year ended Mar. |                  |                                  |                 |          | (up 4.9%)       |       |

|                                     | Net income per<br>share | Diluted net<br>income per share | ROE               | Ordinary income<br>on total assets | Operating income<br>to net sales |
|-------------------------------------|-------------------------|---------------------------------|-------------------|------------------------------------|----------------------------------|
|                                     | Yen                     | Yen                             | %                 | %                                  | %                                |
| Fiscal year ended Mar. 31, 2015     | 76.05                   | 75.73                           | 8.3               | 8.3                                | 8.7                              |
| Fiscal year ended Mar. 31, 2014     | 77.15                   | 76.82                           | 9.4               | 10.9                               | 11.7                             |
| Reference: Equity in earnings of af | filiates (Millions of   | ven): Fiscal vear               | ended Mar. 31, 20 | 15: 157                            |                                  |

Reference: Equity in earnings of affiliates (Millions of yen): Fiscal year ended Mar. 31, 2015: 157 Fiscal year ended Mar. 31, 2014: 167

(2) Consolidated financial position

|                                    | Total assets           | Net assets           | Equity ratio           | Net assets per share |
|------------------------------------|------------------------|----------------------|------------------------|----------------------|
|                                    | Millions of yen        | Millions of yen      | %                      | Yen                  |
| As of Mar. 31, 2015                | 177,509                | 110,516              | 61.7                   | 964.18               |
| As of Mar. 31, 2014                | 162,249                | 98,627               | 60.2                   | 861.49               |
| Reference: Shareholders' equity (M | Aillions of yen): As o | f Mar. 31, 2015: 109 | 9,521 As of Mar. 31, 2 | 2014: 97,679         |

(3) Consolidated cash flow

|                                 | Cash flows from operating activities | Cash flows from investing activities | Cash flows from<br>financing activities | Cash and cash equivalents<br>at end of period |
|---------------------------------|--------------------------------------|--------------------------------------|---|---|
|                                 | Millions of yen                      | Millions of yen                      | Millions of yen                         | Millions of yen                               |
| Fiscal year ended Mar. 31, 2015 | 11,292                               | (9,024)                              | (3,375)                                 | 25,093  |
| Fiscal year ended Mar. 31, 2014 | 18,661                               | (12,620)                             | (5,211)                                 | 23,026  |

#### 2. Dividends

|  |        | Total  | Payout ratio | Dividends on |       |                 |                |                          |
|--|--------|--------|--------------|--------------|-------|-----------------|----------------|--------------------------|
|  | 1Q-end | 2Q-end | 3Q-end       | Year-end     | Total |                 | (consolidated) | equity<br>(consolidated) |
|  | Yen    | Yen    | Yen          | Yen          | Yen   | Millions of yen | %              | %                        |
| Fiscal year ended Mar. 31, 2014                | -      | 9.00   | -            | 9.00         | 18.00 | 2,083           | 23.3           | 2.2                      |
| Fiscal year ended Mar. 31, 2015                | -      | 9.00   | -            | 10.00        | 19.00 | 2,164           | 25.0           | 2.1                      |
| Fiscal year ending Mar. 31, 2016<br>(forecast) | -      | 10.00  | -            | 10.00        | 20.00 |                 | 25.8           |                          |

## 3. Consolidated Forecast for the Fiscal Year Ending March 31, 2016 (April 1, 2015 – March 31, 2016)

|            |                            |      |                 |      |                 |            | (Percentages r  | epresent             | year-on-year changes) |
|------------|----------------------------|------|-----------------|------|-----------------|------------|-----------------|----------------------|-----------------------|
|            | Net sales Operating income |      |                 | come | Ordinary inc    | Net income |                 | Net income per share |                       |
|            | Millions of yen            | %    | Millions of yen | %    | Millions of yen | %          | Millions of yen | %                    | Yen                   |
| First half | 75,000                     | 11.5 | 5,500           | 5.8  | 5,800           | 3.0        | 3,800           | 6.2                  | 33.45                 |
| Full year  | 164,000                    | 8.1  | 13,700          | 4.1  | 14,100          | 0.0        | 8,800           | 2.0                  | 77.47                 |

#### \* Notes

(1) Changes in significant subsidiaries during the period (changes in specified subsidiaries resulting in change in scope of consolidation): Yes

Newly added: 1 (Rohto-Mentholatum (Bangladesh) Limited)

Excluded: 1 (Episteme Trading (Shanghai) Co., LTD.)

- Note: Please refer to page 18 of the attachments "4. Consolidated Financial Statements, (5) Notes to Consolidated Financial Statements" for further information.
- (2) Changes in accounting policies and accounting estimates, and restatements
  - 1) Changes in accounting policies due to revisions in accounting standards, others: Yes
  - 2) Changes in accounting policies other than 1) above: None
  - 3) Changes in accounting estimates: None
  - 4) Restatements: None
  - Note: Please refer to page 18 of the attachments "4. Consolidated Financial Statements, (5) Notes to Consolidated Financial Statements" for further information.
- (3) Number of outstanding shares (common stock shares)
  - 1) Number of shares outstanding at the end of the period (including treasury stock):

| As of Mar. 31, 2015:                 | 117,929,250 shares      | As of Mar. 31, 2014: | 117,929,250 shares |
|--------------------------------------|-------------------------|----------------------|--------------------|
| 2) Number of shares of treasury stoc | k at end of the period: |                      |                    |
| As of Mar. 31, 2015:                 | 4,338,688 shares        | As of Mar. 31, 2014: | 4,545,198 shares   |
| 3) Average number of shares outstar  | ding during the period: |                      |                    |

Fiscal year ended Mar. 31, 2015: 113,489,001 shares

Fiscal year ended Mar. 31, 2014: 115,971,620 shares

Note: Numbers of shares of treasury stock as of March 31, 2015 and March 31, 2014 include Company stock held by the ESOP trust (320,200 shares and 527,000 shares respectively at the end of the each period).

#### **Reference: Summary of Non-consolidated Financial Results**

#### 1. Non-consolidated Financial Results for the Fiscal Year Ended March 31, 2015 (April 1, 2014 – March 31, 2015)

| (1 | ) Non-co   | nsolidated | results | of | operations |  |  |
|----|------------|------------|---------|----|------------|--|--|
| 11 | ) INUII-CU | insonualeu | ICSUILS | υı |            |  |  |

| (1) Non-consolidated results of | (Percentages r  | epresent | year-on-year cl  | hanges) |                 |        |                 |        |
|---------------------------------|-----------------|----------|------------------|---------|-----------------|--------|-----------------|--------|
|                                 | Net sale        | s        | Operating income |         | Ordinary income |        | Net income      |        |
|                                 | Millions of yen | %        | Millions of yen  | %       | Millions of yen | %      | Millions of yen | %      |
| Fiscal year ended Mar. 31, 2015 | 82,218          | (2.6)    | 8,148            | (30.1)  | 9,132           | (25.6) | 5,007           | 18.3   |
| Fiscal year ended Mar. 31, 2014 | 84,434          | 2.0      | 11,651           | 0.3     | 12,277          | 1.2    | 4,232           | (29.3) |
|                                 | Net income pe   | r share  | Diluted net inc  | ome per | ]               |        |                 |        |
|                                 | riet mesme pe   |          | share            |         | -               |        |                 |        |
|                                 |                 | Yen      |                  | Yen     |                 |        |                 |        |
| Fiscal year ended Mar. 31, 2015 | 44.13           |          | 43.94            |         |                 |        |                 |        |
| Fiscal year ended Mar. 31, 2014 |                 | 36.50    |                  | 36.34   |                 |        |                 |        |

#### (2) Non-consolidated financial position

|                                    | Total assets           | Net assets           | Equity ratio          | Net assets per share |
|------------------------------------|------------------------|----------------------|-----------------------|----------------------|
|                                    | Millions of yen        | Millions of yen      | %                     | Yen                  |
| As of Mar. 31, 2015                | 117,420                | 86,941               | 73.6                  | 760.39               |
| As of Mar. 31, 2014                | 115,684                | 82,738               | 71.0                  | 724.70               |
| Reference: Shareholders' equity (M | illions of yen): As of | f Mar. 31, 2015: 86, | ,373 As of Mar. 31, 2 | 2014: 82,169         |

Note 1: Indication of audit procedure implementation status

This summary report is not subject to the audit procedures based on the Financial Instruments and Exchange Law. At the time when this report was released, the audit procedures for financial statements have not been completed.

Note 2: Cautionary statement with respect to forward-looking statements and other special items

Forecasts regarding future performance in these materials are based on assumptions judged to be valid and information available to the Company at the time the materials were created. Actual results of operations may differ significantly from the forecasts depending on various factors. For discussion of the assumptions and other factors considered by the Company in preparing the above projections, please refer to page 2 of the attachments "1. Analysis of Results of Operations and Financial Position, (1) Analysis of Results of Operations."

## Contents of Attachments

| 1. Analysis of Results of Operations and Financial Position                                 | 2      |
|---|--------|
| (1) Analysis of Results of Operations   | 2      |
| (2) Analysis of Financial Position  | 5      |
| (3) Basic Policy of Profit Distribution and Dividends for the Current and Next Fiscal Years | 6      |
| 2. Management Policies  | 7      |
| (1) Basic Management Policy   | ,<br>7 |
| (2) Target Performance Indicators   | 7      |
| (3) Medium- and Long-term Business Strategy and Challenges                                  | 7      |
| 3. Basic Approach to the Selection of Accounting Standards                                  | 8      |
| 4. Consolidated Financial Statements  | 9      |
| (1) Consolidated Balance Sheets   | 9      |
| (2) Consolidated Statements of Income and Consolidated Statements of Comprehensive Income   | 11     |
| (3) Consolidated Statements of Change in Shareholders' Equity                               | 14     |
| (4) Consolidated Statements of Cash Flows   | 16     |
| (5) Notes to Consolidated Financial Statements  | 18     |
| Going Concern Assumption  | 18     |
| Significant Accounting Policies in the Preparation of Consolidated Financial Statements     | 18     |
| Change in Accounting Policies   | 19     |
| Additional Information  | 19     |
| Segment and Other Information   | 21     |
| Per-share Information   | 23     |
| Material Subsequent Events  | 23     |

A (\* 11)

(Millions of yen)

#### 1. Analysis of Results of Operations and Financial Position

|                                 |           |                  |                 | (Millions of yen) |
|---------------------------------|-----------|------------------|-----------------|-------------------|
|                                 | Net sales | Operating income | Ordinary income | Net income        |
| Fiscal year ended Mar. 31, 2015 | 151,774   | 13,159           | 14,098          | 8,631             |
| Fiscal year ended Mar. 31, 2014 | 143,822   | 16,821           | 17,100          | 8,947             |
| Year-on-year change (%)         | 5.5       | (21.8)           | (17.6)          | (3.5)             |

#### (1) Analysis of Results of Operations

In the fiscal year under review, the Japanese economy experienced a gradual, broad-based recovery resulting from such factors as an improvement in share prices and the employment environment as the economic and financial policies of the government and Bank of Japan took effect. Nevertheless, consumer spending continued to weaken in reaction to the last-minute demand prior to the consumption tax hike, and the outlook for the Japanese economy remains uncertain.

Overseas, the U.S. economy continued to recover as corporate earnings rebounded and consumer spending rose, but concerns about the downward swing in the new economies, especially China, and the Eurozone have yet to be dispelled.

While The Rohto Group has moved into new fields with customer-oriented product development and marketing activities, the Group has developed high value-added products and endeavored to reinvigorate markets, in its existing categories.

In total, net sales increased 5.5% year-on-year, to 151,774 million yen, the 22nd successive year of higher sales. In Japan, sales were negatively affected by the prolonged drop in demand after the rush to make purchases prior to the April 2014 consumption tax hike and by unfavourable weather after summer. But overseas sales benefited from the weaker yen and higher sales mostly in Asia.

Profits were down from one year earlier because, as sales declined in Japan, there were sales promotion and advertisement expenses associated with launch of new products while responding to the decline in demand after the consumption tax hike. There were also expenses for R&D activities needed to enter new fields of business. As a result, operating income fell by 21.8% year-on-year to 13,159 million yen, ordinary income fell by 17.6% to 14,098 million yen, and net income fell by 3.5% to 8,631 million yen.

Net sales (Sales to customers) Fiscal year ended Fiscal year ended Year-on-year change Year-on-year change Mar. 31, 2014 Mar. 31, 2015 (Amount) (%)Japan 91,772 90,350 (1, 422)(1.5)6,288 7,478 1,189 18.9 America Reportable Europe 4,801 6,322 1,520 31.7 segment 45.616 Asia 39.109 6.506 16.6 Subtotal 141,971 149,766 7,795 5.5 Others 1,850 2,008 157 8.5 Total 143,822 151,774 7,952 5.5

The sales summary by reportable segment is as follows.

#### Japan

Sales to customers decreased 1.5% year-on-year, to 90,350 million yen.

Sunscreen and other seasonal products performed poorly due to unfavorable weather and a prolonged slump in demand in reaction to the consumption tax hike. The existing line-up of skincare products also struggled due to stronger competition. Moreover, the last-minute demand in the previous year's fourth quarter prior to the consumption tax hike of April 2014 led sales to fall in reaction during the current fiscal year. Meanwhile, sales of hay fever related products rose as pollen counts returned to normal following the low count of the previous year. The

core "*Hada-Labo*" series sold steadily despite a slight decline in the market for basic skincare products while the "*DeOu*" line of deodorant brand for men also performed well. Other products that performed well included "*ROHTO V Active*," a product for eye fatigue caused by age or dryness and for blurry vision accompanying mucus discharge; "*SUGAO*," a new soufflé foundation to bring out natural facial beauty; "*CareCera*," a next-generation body wash that reaches the skin's barrier function to retain moisture; and "*Deoball*," a roll-on ball deodorant.

Segment profits on an operating income basis decreased 35.5% year-on-year, to 7,243 million yen. There was a decline in demand after the consumption tax hike and an increase in the cost of sales ratio. In addition, there were sales promotion and advertising expenses associated with launch of new products, as well as expenses for R&D activities needed to enter new fields of business.

#### America

Sales to customers increased 18.9 % year-on-year, to 7,478 million yen.

The U.S. economy continued to recover stemming from firm consumer spending. For the core "Softlips" brand, there were strong sales of the new "Softlips CUBE", a product packaged in a cube-shaped container. Sales of eye drops also contributed to higher sales because of favorable sales of new products.

Segment losses amounted to 264 million yen following a segment profit of 56 million yen in the previous fiscal year. Factors in the loss included higher cost of sales ratio despite sales growth due to a change in product composition, a rise in advertising expenses incurred with establishing a new brand, and costs related to the acquisition of Dax Cosmetics in the fiscal year under review.

#### Europe

Sales to customers increased 31.7% year-on-year, to 6,322 million yen.

Strong consumer spending has led to a recovery in the European economies, but the impact of the situation in Ukraine and the uptick of the Euro has sapped some of that strength. Under these conditions, sales skincare products such as the "*Deep Heat*" series of anti-inflammatory analgesic products performed well in the U.K., and the Polish company Dax Cosmetics, acquired in the fiscal year under review, also contributed to higher sales.

Segment profits on an operating income basis decreased 26.6% year-on-year to 362 million yen despite growth in sales. This was due to factors including an increase in expenses for advertising and sales promotion activities and the effect of goodwill amortization for Dax Cosmetics.

#### Asia

Sales to customers increased 16.6% year-on-year, to 45,616 million yen.

Sales rose sharply for "*Hada-Labo*," which is being aggressively marketed (especially in China), and for lip cream and sunscreen products. Other skincare products also performed well.

Segment profits on an operating income basis increased 16.2% year-on-year, to 5,323 million yen due to contributions from higher sales and an improvement in cost of sales ratio, while advertising and sales promotion expenses increased.

#### Others

In "Others", excluded from reportable segments, sales to customers increased 8.5% year-on-year, to 2,008 million yen.

Segment profits on an operating income basis increased 11.5% year-on-year, to 160 million yen.

(Note) The above amounts do not include consumption tax.

Reference: Sales by product and service segment

Sales by product and service segment are as follows.

| • •                         |                   |                   |                     | (Millions of yen)   |  |
|-----------------------------|-------------------|-------------------|---------------------|---------------------|--|
|                             | Net sales         |                   |                     |                     |  |
|                             | Fiscal year ended | Fiscal year ended | Year-on-year change | Year-on-year change |  |
|                             | Mar. 31, 2014     | Mar. 31, 2015     | (Amount)            | (%)                 |  |
| Eye care                    | 27,845            | 28,707            | 861                 | 3.1                 |  |
| Skincare                    | 94,734            | 101,946           | 7,211               | 7.6                 |  |
| Internal medicines and food | 17,468            | 17,270            | (197)               | (1.1)               |  |
| Others                      | 3,773             | 3,850             | 77                  | 2.0                 |  |
| Total                       | 143,822           | 151,774           | 7,952               | 5.5                 |  |

#### Outlook for the fiscal year ending March 31, 2016

|  |           |                  |                 | (Millions of yen)                       |
|--|-----------|------------------|-----------------|---|
|  | Net sales | Operating income | Ordinary income | Profit attributable to owners of parent |
| Fiscal year ending Mar. 31, 2016<br>(forecast) | 164,000   | 13,700           | 14,100          | 8,800                                   |
| Fiscal year ended Mar. 31, 2015<br>(results)   | 151,774   | 13,159           | 14,098          | 8,631                                   |
| Year-on-year change (%)                        | 8.1       | 4.1              | 0.0             | 2.0                                     |

The Rohto Group expects Japan's economic recovery to continue since the effect of the reaction to the consumption tax hike comes full circle, the price of crude oil falls, and the Bank of Japan's financial easing measures play a positive role. Meanwhile, consumers retain a cautious mindset with a strong tendency to economize.

Overseas, slowing growth in China, concerns over a downswing in the Eurozone, and other factors mean that the outlook remains very uncertain and the harsh business environment is set to continue.

Under such conditions, the Rohto Group will adapt to the changes in the business environment, aiming to expand business further and improve earnings by creating new products and brands that respond appropriately to changing customer needs. The Group is also taking on the challenge of various innovations including alliances with a wide range of companies.

In Japan, we anticipate that competition will continue to be intensified, and are focusing on promoting the beauty category that include the "*Hada-labo*" series, the new "*SUGAO*" brand of soufflé foundation, a next-generation body wash "*CareCera*," as well as the core category of eye care products. Overseas, we anticipate rising sales from growth in Asia, led by China and supported by Taiwan, Vietnam, Indonesia, and other ASEAN nations. We also keep investing in the new fields and R&D activities as pipeline.

In the next fiscal year ending March 31, 2016, we anticipate that net sales to rise 8.1% year-on-year, to 164 billion yen, operating income 4.1% to 13.7 billion yen, ordinary income remains unchanged to 14.1 billion yen, and profit attributable to owners of parent 2.0% to 8.8 billion yen.

Furthermore, we expect net sales to increase for the 23rd consecutive fiscal year.

These forecasts are based on an exchange rate of 120 yen to the US dollar.

# (2) Analysis of Financial Position

# Balance sheet and cash flow position

## **Balance sheet position**

Total assets at the end of the current fiscal year increased 15,259 million yen from the end of the previous fiscal year to 177,509 million yen. This was mainly due to increases of 4,063 million yen in notes and accounts receivable-trade, 2,705 million yen in cash and deposits, 1,947 million yen in electronically recorded monetary claims-operating, 1,806 million yen in property, plant and equipment, 1,600 million yen in investment securities and 1,548 million yen in intangible fixed assets.

Total liabilities increased 3,370 million yen from the end of the previous fiscal year to 66,993 million yen. This was mainly due to increases of 3,752 million yen in accrued expenses and 1,955 million yen in net defined benefit liability, while there were decreases of 1,826 million yen in accrued income taxes and 1,552 million yen in notes and accounts payable-trade.

Net assets increased 11,888 million yen from the end of the previous fiscal year to 110,516 million yen. This was mainly due to increases of 5,810 million yen in retained earnings and 4,432 million yen in translation adjustments, and 1,613 million yen in valuation difference on available-for-sale securities.

| Consolidated cash flow position  |                   |                   | (Millions of yen) |
|--|-------------------|-------------------|-------------------|
| Item   | Fiscal year ended | Fiscal year ended | Year-on-year      |
| Item   | Mar. 31, 2014     | Mar. 31, 2015     | change (Amount)   |
| Cash and cash equivalents at the beginning of the period                 | 19,867            | 23,026            | 3,159             |
| Cash flows from operating activities                                     | 18,661            | 11,292            | (7,368)           |
| Cash flows from investing activities                                     | (12,620)          | (9,024)           | 3,595             |
| Cash flows from financing activities                                     | (5,211)           | (3,375)           | 1,836             |
| Effect of exchange rate changes on cash and cash equivalents             | 1,849             | 2,775             | 925               |
| Increase (decrease) in cash and cash equivalents                         | 2,678             | 1,667             | (1,011)           |
| Increase in cash and cash equivalents from newly consolidated subsidiary | 480               | 398               | (81)              |
| Cash and cash equivalents at the end of the period                       | 23,026            | 25,093            | 2,066             |

During the current fiscal year, there was a net increase of 2,066 million yen in cash and cash equivalents to 25,093 million yen.

## Operating activities

Net cash provided by operating activities decreased 7,368 million yen year-on-year to 11,292 million yen. There were income before income taxes and minority interests of 13,751 million yen, and inflow factors of depreciation of 6,513 million yen, while there were outflow factors of an increase of 3,634 million yen in notes and accounts receivable-trade, a decrease of 2,436 million yen in notes and accounts payable-trade, and income tax paid of 5,471 million yen.

## Investing activities

Net cash used in investing activities decreased 3,595 million yen year-on-year to 9,024 million yen. This was mainly due to proceeds from sales of investment securities of 1,040 million yen, while there were the purchase of property, plant and equipment of 3,964 million yen and the purchase of shares of subsidiaries resulting in change in scope of consolidation of 3,836 million yen.

#### Financing activities

Net cash used in financing activities decreased 1,836 million yen year-on-year to 3,375 million yen. This was mainly due to cash dividends paid of 2,050 million yen and the repayment of long-term loans payable of 1,280 million yen.

#### Reference: Trends in cash flow indicators

|  | 77th Fiscal year ended<br>Mar. 31, 2013 | 78th Fiscal year ended<br>Mar. 31, 2014 | 79th Fiscal year ended<br>Mar. 31, 2015 |
|--|---|---|---|
| Shareholders' equity ratio                       | 61.7%                                   | 60.2%                                   | 61.7%                                   |
| Shareholders' equity ratio based on market price | 100.5%                                  | 127.3%                                  | 109.3%                                  |
| Interest-bearing debt to cash flow ratio         | 0.4                                     | 0.5                                     | 0.7                                     |
| Interest coverage ratio                          | 118.7                                   | 126.7                                   | 78.0                                    |

\* Shareholders' equity ratio = Shareholders' equity / Total assets

Shareholders' equity ratio based on market price = Market capitalization / Total assets

Interest-bearing debt to cash flow ratio = Interest-bearing debt / Operating cash flows (before interests and income taxes paid) Interest coverage ratio = Operating cash flows (before interests and income taxes paid) / Interest payments

1. All indices are calculated based on consolidated figures.

2. Market capitalization: Closing stock price on the balance sheet date x number of shares outstanding (net of treasury stock shares) on the balance sheet date

3. Operating cash flows (before interests and income taxes paid) are calculated using the figures for cash flows from operating activities (before interests and income taxes paid) in the consolidated statements of cash flows. Interest-bearing debt includes all liabilities on the consolidated balance sheets that incur interest. Interest payments are calculated using the figures for interest expenses paid in the consolidated statements of cash flows.

#### (3) Basic Policy of Profit Distribution and Dividends for the Current and Next Fiscal Years

Constantly and consistently returning to shareholders the profits earned through business activities is one of our highest priorities. The fundamental policy is to pay a dividend based on results of operations. Retained earnings will be used effectively for the development of new products, the investments in manufacturing equipment, the entering into new businesses and others to respond to changes in the operating environment. We believe that these investments will contribute to future earnings, thereby enabling the Company to pay a large and stable dividend to shareholders.

We plan to distribute a year-end dividend of 10 yen per share for the fiscal year ended on March 31, 2015. Added to the interim dividend of 9 yen, which has been already distributed, this will bring the annual dividend to 19 yen per share.

For the fiscal year ending on March 31, 2016, with our gratitude to all the shareholders who support us on a regular basis, we plan to pay interim and year-end dividends of 10 yen per share each bringing the annual total to 20 yen per share.

#### 2. Management Policies

#### (1) Basic Management Policy

The Rohto Group aims to help individuals age gracefully in accordance with its corporate slogan that pledges to bring "Happy Surprises." Since the establishment of Rohto, we have focused on creating a broad range of healthcare products, including eye drops, gastrointestinal medicines, and dermal medication, and developing new markets with the spirit of persistence and taking on new challenges. Even in times of upheaval we will remain committed to the spirit of this slogan as we aim to become a constant source of surprise and happiness for customers and society at large.

At the same time, the Rohto Group is dedicated to earning the trust and meeting the expectations of shareholders, customers, business partners, employees, society and all other stakeholders while operating in a manner that promotes mutual prosperity with others.

#### (2) Target Performance Indicators

Our primary goals are maximizing shareholder value and enhancing the satisfaction of all stakeholders. In the healthcare market, our objective is to establish brands that are either number one or among the leaders in their respective categories. In addition, management places priority on earnings indicators, particularly the operating margin, return on equity and ordinary income on total assets.

#### (3) Medium- and Long-term Business Strategy and Challenges

In Japan, signs of a recovery from the prolonged economic slump are slowly starting to emerge. But the economic outlook in Japan and overseas is still uncertain. The importance of the health and beauty market, which is the core business domain of the Rohto Group, is increasing as people become more interested in healthy lifestyles. On the other hand, competition for market share is becoming more heated as population ages and consumer spending weakens.

Under these conditions, the Rohto Group is aiming to extend "healthy life years" by helping to build health in mind and body, and is working to develop high-value-added products and cultivate new brands to satisfy new demands transcending the traditional health and beauty field framework. Superior product development and technology skills will be vital to accomplishing this goal. We will focus on technological innovation and building a stronger foundation for operations. In addition, we will perform joint research with start-up companies and research scientists in Japan and other countries and use other initiatives to build an organic research infrastructure.

We are accelerating global operations development to deliver our products all over the world. We will exploit the advantages developed from an early stage in the Asian region, especially China and Vietnam, to achieve further growth. Moreover, we will aggressively explore opportunities in next emerging countries with growth prospects. We will also develop our operational group synergy in America and Europe.

To enlarge the scope of our activities in the health and beauty field, we are starting activities involving food, which is the basis for good health, and new health care businesses, such as regenerative medicine.

We are also fulfilling our social responsibilities, in addition to the development of business activities. In 2011, we established a new division, the Post-Disaster Reconstruction Support Office (currently included in the public relations and CSV promotion department) to provide help over the mid- to long-term. In order to carry out the "next-generation support" activities that comprise our CSV (Creating Shared Value) theme, we are supporting orphaned children in the earthquake in the aspect of their lives and academic achievements over the long-term period.

#### 3. Basic Approach to the Selection of Accounting Standards

The Rohto Group will continue to prepare consolidated financial statements using the generally accepted accounting principles in Japan for the time being to permit comparisons with prior years and with the financial data of other companies.

We will take suitable actions with regard to the application of International Financial Reporting Standards by taking into account associated factors in Japan and other countries.

# 4. Consolidated Financial Statements

# (1) Consolidated Balance Sheets

|  |                                 | (Millions of ye<br>FY3/15 |  |
|--|---------------------------------|---------------------------|--|
|  | FY3/14<br>(As of Mar. 31, 2014) | (As of Mar. 31, 2015)     |  |
| ssets                                  |                                 | (110 01 11111 01, 2010)   |  |
| Current assets                         |                                 |                           |  |
| Cash and deposits                      | 23,028                          | 25,733                    |  |
| Notes and accounts receivable-trade    | 28,361                          | 32,424                    |  |
| Electronically recorded monetary       | 4,566                           | 6,512                     |  |
| claims-operating                       | 4,500                           |                           |  |
| Merchandise and finished goods         | 12,578                          | 12,918                    |  |
| Work in process                        | 1,636                           | 2,360                     |  |
| Raw materials and supplies             | 7,167                           | 7,29                      |  |
| Deferred tax assets                    | 3,603                           | 3,45                      |  |
| Other                                  | 2,156                           | 3,13                      |  |
| Allowance for doubtful accounts        | (117)                           | (139                      |  |
| Total current assets                   | 82,981                          | 93,69                     |  |
| Fixed assets                           |                                 |                           |  |
| Property, plant and equipment          |                                 |                           |  |
| Buildings and structures               | 40,953                          | 44,27                     |  |
| Accumulated depreciation               | (20,222)                        | (21,930                   |  |
| Buildings and structures, net          | 20,730                          | 22,34                     |  |
| Machinery, equipment and vehicles      | 42,745                          | 45,29                     |  |
| Accumulated depreciation               | (31,992)                        | (33,994                   |  |
| Machinery, equipment and vehicles, net | 10,752                          | 11,30                     |  |
| Equipment                              | 11,192                          | 12,08                     |  |
| Accumulated depreciation               | (8,841)                         | (9,695                    |  |
| Equipment, net                         | 2,351                           | 2,39                      |  |
| Land                                   | 12,340                          | 13,02                     |  |
| Construction in progress               | 2,250                           | 1,15                      |  |
| Other                                  | 186                             | 20                        |  |
| Accumulated depreciation               | (49)                            | (57)                      |  |
| Other, net                             | 136                             | 15                        |  |
| Total property, plant and equipment    | 48,563                          | 50,37                     |  |
| Intangible fixed assets                | ,                               | · · · ·                   |  |
| Goodwill                               | 575                             | 1,32                      |  |
| Other                                  | 2,253                           | 3,05                      |  |
| Total intangible fixed assets          | 2,828                           | 4,37                      |  |
| Investments and other assets           | ,                               | · · · ·                   |  |
| Investment securities                  | 22,724                          | 24,32                     |  |
| Long-term loans receivable             | 2,075                           | 1,86                      |  |
| Deferred tax assets                    | 2,059                           | 1,94                      |  |
| Other                                  | 1,925                           | 2,30                      |  |
| Allowance for doubtful accounts        | (908)                           | (1,374                    |  |
| Total investments and other assets     | 27,876                          | 29,07                     |  |
| Total fixed assets                     | 79,268                          | 83,81                     |  |
| Total assets                           | 162,249                         | 177,50                    |  |

|  | EX2/14                          | (Millions of yer                |
|--|---------------------------------|---------------------------------|
|  | FY3/14<br>(As of Mar. 31, 2014) | FY3/15<br>(As of Mar. 31, 2015) |
| Liabilities  |                                 | (                               |
| Current liabilities  |                                 |                                 |
| Notes and accounts payable-trade                                 | 11,753                          | 10,201                          |
| Short-term loans payable   | 8,216                           | 8,349                           |
| Accrued expenses   | 22,699                          | 26,452                          |
| Accrued income taxes   | 2,709                           | 88                              |
| Accrued consumption tax  | 203                             | 1,22                            |
| Deferred tax liabilities   | 220                             | 48                              |
| Reserve for bonuses  | 1,990                           | 1,85                            |
| Reserve for directors' bonuses                                   | 30                              | 2                               |
| Reserve for returned goods unsold                                | 920                             | 70                              |
| Reserve for rebates of sales                                     | 2,250                           | 2,19                            |
| Provision for loss on liquidation of subsidiaries and associates | 130                             |                                 |
| Other  | 5,519                           | 5,24                            |
| Total current liabilities  | 56,643                          | 57,60                           |
| Non-current liabilities  |                                 |                                 |
| Long-term loans payable  | 1,666                           | 1,07                            |
| Deferred tax liabilities   | 2,138                           | 3,26                            |
| Net defined benefit liability                                    | 2,702                           | 4,65                            |
| Reserve for directors' retirement benefits                       | 62                              |                                 |
| Other  | 409                             | 39                              |
| Total non-current liabilities                                    | 6,979                           | 9,38                            |
| Total liabilities  | 63,622                          | 66,99                           |
| Met assets   |                                 |                                 |
| Shareholders' equity   |                                 |                                 |
| Capital stock  | 6,411                           | 6,41                            |
| Capital surplus  | 5,738                           | 5,73                            |
| Retained earnings  | 86,505                          | 92,31                           |
| Treasury stock   | (5,785)                         | (5,451                          |
| Total shareholders' equity                                       | 92,869                          | 99,01                           |
| Accumulated other comprehensive income                           |                                 |                                 |
| Valuation difference on available-for-sale securities            | 5,033                           | 6,64                            |
| Translation adjustments  | 1,047                           | 5,47                            |
| Remeasurements of defined benefit plans                          | (1,270)                         | (1,618                          |
| Total accumulated other comprehensive income                     | 4,809                           | 10,50                           |
| Stock acquisition rights   | 568                             | 56                              |
| Minority interests   | 379                             | 42                              |
| Total net assets   | 98,627                          | 110,51                          |
| Total liabilities and net assets                                 | 162,249                         | 177,50                          |

#### (2) Consolidated Statements of Income and Consolidated Statements of Comprehensive Income

#### (Millions of yen) FY3/14 FY3/15 (Apr. 1, 2013 - Mar. 31, 2014) (Apr. 1, 2014 – Mar. 31, 2015) 151,774 Net sales 143,822 Cost of sales 57,924 61,395 90,379 Gross profit 85,897 Provision of reserve for returned goods unsold 220 260 Gross profit -net 86,157 90,599 Selling, general and administrative expenses Promotion expenses 17,261 19,034 Advertising expenses 22,986 25,628 Salaries and bonuses 8,943 9,941 Provision of reserve for bonuses 937 822 Provision of reserve for directors' bonuses 30 20 Retirement benefit expenses 508 593 Provision of reserve for directors' retirement benefits 5 Depreciation and amortization 881 1,022 Amortization of goodwill 191 282 R&D expenses 4.547 5.585 Provision of allowance for doubtful accounts 41 43 Other 13,000 14,464 77,440 Total selling, general and administrative expenses 69,336 Operating income 16,821 13,159 Non-operating income Interest income 230 249 Dividend income 336 355 Equity in earnings of affiliates 167 157 Insurance income 167 Other 211 568 1,499 Total non-operating income 946 Non-operating expenses Interest expenses 165 231 Foreign exchange losses 162 Loss on retirement of fixed assets 130 60 Loss on product recalls 77 Other 208 190 Total non-operating expenses 667 559 Ordinary income 17,100 14,098

#### **Consolidated Statements of Income**

|  |                                | (Millions of yen)              |
|--|--------------------------------|--------------------------------|
|  | FY3/14                         | FY3/15                         |
|  | (Apr. 1, 2013 – Mar. 31, 2014) | (Apr. 1, 2014 – Mar. 31, 2015) |
| Extraordinary income   |                                |                                |
| Gain on step acquisitions  | 90                             | -                              |
| Gain on sales of investment securities                           | 1,391                          | 454                            |
| Total extraordinary income                                       | 1,482                          | 454                            |
| Extraordinary losses   |                                |                                |
| Impairment loss  | 1,615                          | -                              |
| Loss on valuation of investment securities                       | 47                             | 252                            |
| Loss on valuation of stocks of subsidiaries and affiliates       | 771                            | -                              |
| Provision for loss on liquidation of subsidiaries and affiliates | 130                            | -                              |
| Provision of allowance for doubtful accounts                     | 250                            | 549                            |
| Retirement benefit expenses                                      | 168                            | -                              |
| Loss on debt equity swap   | 999                            | -                              |
| Total extraordinary losses                                       | 3,983                          | 802                            |
| Income before income taxes and minority interests                | 14,599                         | 13,751                         |
| Current income taxes   | 5,783                          | 3,338                          |
| Deferred income taxes  | (131)                          | 1,785                          |
| Total income taxes   | 5,651                          | 5,123                          |
| Income before minority interests                                 | 8,948                          | 8,627                          |
| Minority interests in income (loss)                              | 1                              | (3)                            |
| Net income   | 8,947                          | 8,631                          |

|   |                                | (Millions of yen)              |
|---|--------------------------------|--------------------------------|
|   | FY3/14                         | FY3/15                         |
|   | (Apr. 1, 2013 – Mar. 31, 2014) | (Apr. 1, 2014 – Mar. 31, 2015) |
| Income before minority interests  | 8,948                          | 8,627                          |
| Other comprehensive income  |                                |                                |
| Valuation difference on available-for-sale securities                               | 562                            | 1,607                          |
| Translation adjustments   | 3,345                          | 4,476                          |
| Adjustments to foreign subsidiaries' pension liabilities                            | 177                            | -                              |
| Remeasurements of defined benefit plans, net of tax                                 | -                              | (347)                          |
| Share of other comprehensive income of associates accounted for using equity method | (0)                            | 6                              |
| Total other comprehensive income  | 4,084                          | 5,742                          |
| Comprehensive income  | 13,032                         | 14,370                         |
| Comprehensive income attributable to  |                                |                                |
| Comprehensive income attributable to owners of parent                               | 12,973                         | 14,329                         |
| Comprehensive income attributable to minority interests                             | 59                             | 40                             |

# **Consolidated Statements of Comprehensive Income**

# (3) Consolidated Statements of Change in Shareholders' Equity

FY3/14 (Apr. 1, 2013 – Mar. 31, 2014)

| 1 15/14 (Apr. 1, 2015 Mail 51, 2014)                 |               |                 |                   |                | (Millions of yen)             |
|--|---------------|-----------------|-------------------|----------------|-------------------------------|
|  |               | S               | hareholders' equi | ity            |                               |
|  | Capital stock | Capital surplus | Retained earnings | Treasury stock | Total shareholders'<br>equity |
| Balance at beginning of current period               | 6,408         | 5,527           | 79,677            | (273)          | 91,341                        |
| Cumulative effects of changes in accounting policies |               |                 |                   |                | -                             |
| Restated balance                                     | 6,408         | 5,527           | 79,677            | (273)          | 91,341                        |
| Changes of items during period                       |               |                 |                   |                |                               |
| Issuance of new shares                               | 2             | 2               |                   |                | 5                             |
| Dividends of surplus                                 |               |                 | (2,116)           |                | (2,116)                       |
| Net income   |               |                 | 8,947             |                | 8,947                         |
| Purchase of treasury stock                           |               |                 |                   | (6,185)        | (6,185)                       |
| Disposal of treasury stock                           |               | 208             |                   | 673            | 881                           |
| Change in scope of consolidation                     |               |                 | (3)               |                | (3)                           |
| Net changes of items other than shareholders' equity |               |                 |                   |                |                               |
| Total changes of items during period                 | 2             | 210             | 6,827             | (5,512)        | 1,528                         |
| Balance at end of current period                     | 6,411         | 5,738           | 86,505            | (5,785)        | 92,869                        |

|  | Accumulated other comprehensive income                         |                         |   |   |   |
|--|--|-------------------------|---|---|---|
|  | Valuation<br>difference on<br>available-for-sale<br>securities | Translation adjustments | Adjustments to<br>foreign<br>subsidiaries'<br>pension liabilities | Remeasurements<br>of defined benefit<br>plans | Total accumulated<br>other<br>comprehensive<br>income |
| Balance at beginning of current period               | 4,471  | (2,239)                 | (695)   | -   | 1,535   |
| Cumulative effects of changes in accounting policies |  |                         |   |   |   |
| Restated balance                                     | 4,471  | (2,239)                 | (695)   | -   | 1,535   |
| Changes of items during period                       |  |                         |   |   |   |
| Issuance of new shares                               |  |                         |   |   |   |
| Dividends of surplus                                 |  |                         |   |   |   |
| Net income   |  |                         |   |   |   |
| Purchase of treasury stock                           |  |                         |   |   |   |
| Disposal of treasury stock                           |  |                         |   |   |   |
| Change in scope of consolidation                     |  |                         |   |   |   |
| Net changes of items other than shareholders' equity | 562  | 3,287                   | 695   | (1,270)                                       | 3,273   |
| Total changes of items during period                 | 562  | 3,287                   | 695   | (1,270)                                       | 3,273   |
| Balance at end of current period                     | 5,033  | 1,047                   | -   | (1,270)                                       | 4,809   |

|  | Stock acquisition rights | Minority interests | Total net assets |
|--|--------------------------|--------------------|------------------|
| Balance at beginning of current period               | 573                      | 320                | 93,771           |
| Cumulative effects of changes in accounting policies |                          |                    | -                |
| Restated balance                                     | 573                      | 320                | 93,771           |
| Changes of items during period                       |                          |                    |                  |
| Issuance of new shares                               |                          |                    | 5                |
| Dividends of surplus                                 |                          |                    | (2,116)          |
| Net income   |                          |                    | 8,947            |
| Purchase of treasury stock                           |                          |                    | (6,185)          |
| Disposal of treasury stock                           |                          |                    | 881              |
| Change in scope of consolidation                     |                          |                    | (3)              |
| Net changes of items other than shareholders' equity | (5)                      | 58                 | 3,327            |
| Total changes of items during period                 | (5)                      | 58                 | 4,855            |
| Balance at end of current period                     | 568                      | 379                | 98,627           |

# FY3/15 (Apr. 1, 2014 - Mar. 31, 2015)

| 1 15/15 (Apr. 1, 2014 Mar. 51, 2015)                 |               |                      |                   |                | (Millions of yen)            |  |  |
|--|---------------|----------------------|-------------------|----------------|------------------------------|--|--|
|  |               | Shareholders' equity |                   |                |                              |  |  |
|  | Capital stock | Capital surplus      | Retained earnings | Treasury stock | Total shareholders<br>equity |  |  |
| Balance at beginning of current period               | 6,411         | 5,738                | 86,505            | (5,785)        | 92,869                       |  |  |
| Cumulative effects of changes in accounting policies |               |                      | (663)             |                | (663)                        |  |  |
| Restated balance                                     | 6,411         | 5,738                | 85,841            | (5,785)        | 92,206                       |  |  |
| Changes of items during period                       |               |                      |                   |                |                              |  |  |
| Issuance of new shares                               |               |                      |                   |                | -                            |  |  |
| Dividends of surplus                                 |               |                      | (2,050)           |                | (2,050)                      |  |  |
| Net income   |               |                      | 8,631             |                | 8,631                        |  |  |
| Purchase of treasury stock                           |               |                      |                   | (0)            | (0)                          |  |  |
| Disposal of treasury stock                           |               | 0                    |                   | 334            | 334                          |  |  |
| Change in scope of consolidation                     |               |                      | (107)             |                | (107)                        |  |  |
| Net changes of items other than shareholders' equity |               |                      |                   |                |                              |  |  |
| Total changes of items during period                 | -             | 0                    | 6,473             | 333            | 6,807                        |  |  |
| Balance at end of current period                     | 6,411         | 5,738                | 92,315            | (5,451)        | 99,013                       |  |  |

|  | Accumulated other comprehensive income                         |                         |   |   |   |  |
|--|--|-------------------------|---|---|---|--|
|  | Valuation<br>difference on<br>available-for-sale<br>securities | Translation adjustments | Adjustments to<br>foreign<br>subsidiaries'<br>pension liabilities | Remeasurements<br>of defined benefit<br>plans | Total accumulated<br>other<br>comprehensive<br>income |  |
| Balance at beginning of current period               | 5,033  | 1,047                   | -   | (1,270)                                       | 4,809   |  |
| Cumulative effects of changes in accounting policies |  |                         |   |   |   |  |
| Restated balance                                     | 5,033  | 1,047                   | -   | (1,270)                                       | 4,809   |  |
| Changes of items during period                       |  |                         |   |   |   |  |
| Issuance of new shares                               |  |                         |   |   |   |  |
| Dividends of surplus                                 |  |                         |   |   |   |  |
| Net income   |  |                         |   |   |   |  |
| Purchase of treasury stock                           |  |                         |   |   |   |  |
| Disposal of treasury stock                           |  |                         |   |   |   |  |
| Change in scope of consolidation                     |  |                         |   |   |   |  |
| Net changes of items other than shareholders' equity | 1,613  | 4,432                   |   | (347)   | 5,698   |  |
| Total changes of items during period                 | 1,613  | 4,432                   | -   | (347)   | 5,698   |  |
| Balance at end of current period                     | 6,646  | 5,479                   | -   | (1,618)                                       | 10,507  |  |

|  | Stock acquisition rights | Minority interests | Total net assets |
|--|--------------------------|--------------------|------------------|
| Balance at beginning of current period               | 568                      | 379                | 98,627           |
| Cumulative effects of changes in accounting policies |                          |                    | (663)            |
| Restated balance                                     | 568                      | 379                | 97,964           |
| Changes of items during period                       |                          |                    |                  |
| Issuance of new shares                               |                          |                    | -                |
| Dividends of surplus                                 |                          |                    | (2,050)          |
| Net income   |                          |                    | 8,631            |
| Purchase of treasury stock                           |                          |                    | (0)              |
| Disposal of treasury stock                           |                          |                    | 334              |
| Change in scope of consolidation                     |                          |                    | (107)            |
| Net changes of items other than shareholders' equity | -                        | 45                 | 5,744            |
| Total changes of items during period                 | -                        | 45                 | 12,552           |
| Balance at end of current period                     | 568                      | 425                | 110,516          |

#### (Millions of yen) FY3/15 FY3/14 (Apr. 1, 2013 – Mar. 31, 2014) (Apr. 1, 2014 – Mar. 31, 2015) Cash flows from operating activities Income before income taxes and minority interests 14,599 13,751 Depreciation and amortization 5,735 6,513 Impairment loss 1,615 191 282 Amortization of goodwill Increase (decrease) in allowance for doubtful accounts 20 235 Increase (decrease) in reserve for bonuses 4 (141)Increase (decrease) in reserve for retirement benefits (10)Increase (decrease) in net defined benefit liability (121)303 Increase (decrease) in reserve for returned goods unsold (260)(220)Increase (decrease) in reserve for rebates of sales (510)(60)Provision for loss on liquidation of subsidiaries and 130 affiliates 250 549 Provision of allowance for doubtful account (1, 391)Loss (gain) on sales of investment securities (454)Loss (gain) on valuation of investment securities 47 252 771 Loss on valuation of stocks of subsidiaries and affiliates Loss on debt equity swap 999 Loss (gain) on step acquisitions (90)Interest and dividend income (567)(605)Interest expenses 165 231 Equity in (earnings) losses of affiliates (167)(157)Decrease (increase) in notes and accounts receivable-trade (3,634) (365)(1,090)354 Decrease (increase) in inventories Increase (decrease) in notes and accounts payable-trade 1,087 (2,436)Other 3,146 1,673 Subtotal 24,201 16.428 Interest and dividends income received 532 553 Interest expenses paid (195)(217)Income tax paid (5,877)(5,471) Net cash provided by operating activities 18,661 11,292 Cash flows from investing activities Payments into time deposits (566)Purchase of property, plant and equipment (6,278)(3,964)Purchase of intangible fixed assets (431)(183) Purchase of investment securities (5,205)(943) Proceeds from sales of investment securities 2,152 1,040 Net decrease (increase) in short-term loans receivable 200 (2) Proceeds from purchase of investments in subsidiaries (760)(3,836) resulting in change in scope of consolidation Payments of long-term loans receivable (2,291)(308) Other (258)(5)(12, 620)Net cash used in investing activities (9,024)

#### (4) Consolidated Statements of Cash Flows

|  | FY3/14                         | (Millions of yen)<br>FY3/15    |
|--|--------------------------------|--------------------------------|
|  | (Apr. 1, 2013 – Mar. 31, 2014) | (Apr. 1, 2014 – Mar. 31, 2015) |
| Cash flows from financing activities                                     |                                |                                |
| Net increase (decrease) in short-term loans payable                      | 3,283                          | (433)                          |
| Proceeds from long-term loans payable                                    | 993                            | 102                            |
| Repayment of long-term loans payable                                     | (2,031)                        | (1,280)                        |
| Purchase of treasury shares of subsidiaries                              | (5,319)                        | (0)                            |
| Proceeds from sales of treasury shares                                   | -                              | 334                            |
| Cash dividends paid  | (2,116)                        | (2,050)                        |
| Other  | (21)                           | (47)                           |
| Net cash used in financing activities                                    | (5,211)                        | (3,375)                        |
| Effect of exchange rate changes on cash and cash equivalents             | 1,849                          | 2,775                          |
| Increase (decrease) in cash and cash equivalents                         | 2,678                          | 1,667                          |
| Cash and cash equivalents at the beginning of period                     | 19,867                         | 23,026                         |
| Increase in cash and cash equivalents from newly consolidated subsidiary | 480                            | 398                            |
| Cash and cash equivalents at the end of period                           | 23,026                         | 25,093                         |

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#### (5) Notes to Consolidated Financial Statements

#### **Going Concern Assumption**

No reportable information.

#### Significant Accounting Policies in the Preparation of Consolidated Financial Statements

- 1. Scope of consolidation
- (1) Number of consolidated subsidiaries: 34

Name of major consolidated subsidiaries:

Rohto USA, Inc., The Mentholatum Company Inc., The Mentholatum Company Ltd (UK), Mentholatum (Asia Pacific) Ltd., Mentholatum (China) Pharmaceutical Co., Ltd., Mentholatum Taiwan Ltd., PT Rohto Laboratories Indonesia, Rohto-Mentholatum (Vietnam) Co., Ltd., Qualitech Pharma Co., Ltd., Tianjin ROHTO Herbal Medicine Co., Ltd., Rohto Pharma (India) Pvt. Ltd., Rohto-Mentholatum (Bangladesh) Co., Ltd.

Effective from the current fiscal year, Hokushinfoods Co.,LTD., Rohto-Mentholatum (Bangladesh) Co., Ltd. and two other companies, which were non-consolidated subsidiaries in the previous fiscal year, were included in the consolidation because of their increased materiality of impact on the consolidated financial statements. Dax Cosmetics Sp. z o.o. was included in the consolidation because this company became a consolidated subsidiary due to the purchase of shares by the Company. Episteme Trading (Shanghai) Co., LTD. was liquidated and excluded from the consolidation in the current fiscal year.

(2) Major non-consolidated subsidiaries

PT Rohto Laboratories Indonesia, Rohto Pia Co., Ltd.

Reason for exclusion

These subsidiaries are not included in the scope of consolidation since each of them is a small-scale business whose total assets, net sales, net income/loss (equity in earnings) and retained earnings (equity in earnings) have no significant effect on the overall results of consolidated financial statements.

- 2. Application of the equity method
- Number of non-consolidated subsidiaries accounted for under the equity method: Major company: PT Rohto Laboratories Indonesia
- (2) Number of equity-method affiliates: Major company: Ands Corporation
- (3) The non-consolidated subsidiaries (Rohto Pia Co., Ltd., etc.) and affiliates (Nagai (Vietnam) Co., Ltd., etc.) are not accounted for under the equity method since they have a very minor effect on net income/loss (equity in earnings) and retained earnings (equity in earnings), and are relatively insignificant in the context of the consolidated financial statements.

#### **Change in Accounting Policies**

The Company has applied the "Accounting Standard for Retirement Benefits (Accounting Standards Board of Japan (ASBJ) Statement No. 26, May 17, 2012)" and the "Guidance on Accounting Standard for Retirement Benefits (ASBJ Guidance No. 25, March 26, 2015)" from the current fiscal year, for provisions set forth in the main clauses of Paragraph 35 of the Accounting Standard for Retirement Benefits and Paragraph 67 of the Guidance on Accounting Standard for Retirement Benefits. Accordingly, the Company reviewed the methods for calculating retirement benefit obligations and service costs, and revised the method of attributing estimated retirement benefit obligations to periods from the straight-line basis to the benefit formula basis, and revised the method of determining the discount rate, for the period of bonds used for the basis of determining the discount rate, from the method using the approximate number of years of expected average length of remaining service period of employees to the method using a single weighted average discount rate reflecting the estimated period and amount of benefit payment.

For the application of these accounting standards, etc. in accordance with the transitional accounting treatments set forth in Paragraph 37 of the Accounting Standard for Retirement Benefits, the adjustments associated with the change in calculation methods of retirement benefit obligations and service costs are recorded in retained earnings at the beginning of the current fiscal year.

The result was an increase of 1,030 million yen in net defined benefit liability, and a decrease of 663 million yen in retained earnings at the beginning of the current fiscal year. The effect of this change on operating income, ordinary income and income before income taxes and minority interests in the current fiscal year is insignificant.

#### **Additional Information**

#### Accounting method for ESOP trust

The Company has started to transfer treasury stock to the employee stock ownership plan (ESOP) by using a trust in the current fiscal year. The purpose is to improve benefits for employees.

#### 1. Summary

To further improve benefits for employees, who play a critical role in our growth, the Board of Directors approved a resolution on February 7, 2014 to establish a ESOP trust to serve as an employee incentive plan. The goals of this plan are to make employees more aware of results of operations and shareholder value as well as to achieve medium-to long-term growth in corporate value.

A trust has been established that will provide benefits to employees belonging to the ROHTO employee stock ownership plan who fulfill certain requirements. This trust will make a single purchase of the Company stock that is equal to the number of shares that this ESOP is expected to purchase between March 2014 and March 2017. After purchasing this stock, the trust sell part of the stock to the ESOP on the same day of each month.

#### 2. Stock remaining in the trust

For the accounting treatment of the ESOP trust, the Company quickly began applying the "Practical Solution for Transactions for Transfers of Company Stock to Employees, Etc. Using a Trust (Practical Issues Task Force No. 30, December 25, 2013)". As a result, the Company and the ESOP trust are treated for accounting purposes as a single unit by using the gross price method. Based on this method, the book value (excluding incidental expenses) of the Company stock held by the ESOP trust is included as "treasury stock" in net assets in the consolidated balance sheets. As of March 31, 2015, the ESOP trust held 320,200 shares of the Company stock with a book value of 517 million yen.

3. Book value of loans recorded due to use of the gross price method

577 million yen in the fiscal year that ended on March 31, 2015

# Revised amount of deferred tax assets and deferred tax liabilities following the change in the corporate tax rate, etc.

Following the promulgation on March 31, 2015 of the "Act for Partial Revision of the Income Tax Act, etc." (Act No.9 of 2015) and "Act for Partial Revision of the Local Tax Act, etc." (Act No.2 of 2015), the statutory effective tax rate for the calculation of deferred tax assets and deferred tax liabilities (only for items covered on or after April 1, 2015) were lowered from 35.6% in the previous fiscal year to 33.0% for collection or payment to be scheduled between April 1, 2015 and March 31, 2016, and to 32.2% on and after April 1, 2016.

The effect of this change was to increase deferred tax assets (after deducting deferred tax liabilities) by 175 million yen, deferred income taxes by 117 million yen, valuation difference on available-for-sale securities by 332 million yen and decrease remeasurements of defined benefit plans by 40 million yen, all of these items were booked in the current fiscal year.

#### Segment and Other Information

#### Segment Information

1. Overview of reportable segments

Segments used for financial reporting are the Company's constituent units for which separate financial information is available and for which the Board of Directors performs periodic studies for the purposes of determining the allocation of resources and evaluating performance.

The Company undertakes manufacture and sales activities mainly in the health and beauty care categories. Within Japan, these operations are mainly handled by the Company. Overseas, operations are mainly handled by The Mentholatum Company, Inc. in America, The Mentholatum Company Ltd. (UK). in Europe, and The Mentholatum (Asia Pacific) Ltd. and Mentholatum (China) Pharmaceutical Co., Ltd. in Asia, together with overseas affiliates. These affiliates each operate as autonomous business units, formulating comprehensive strategies in each region and developing business activities for the products and services they undertake.

Accordingly, the Company comprises the four geographical reportable segments of Japan, America, Europe, and Asia based on our manufacturing and sales structure. In each segment, we manufacture and sell eye care (including eye drops and eyewash preparations), skincare (including dermal medicines, lip balm, sunscreens, and functional cosmetics, etc.), internal medicines and food (including gastrointestinal medicines, traditional Chinese herbal medicines and supplements), and other products and services, such as in-vitro test kits.

2. Calculation methods for net sales, profits/losses, assets, liabilities, and other items for each reportable segment

The accounting treatment methods for reportable segments are generally the same as those listed in "Significant Accounting Policies in the Preparation of Consolidated Financial Statements" presented in the Group's annual securities report (*Yuka Shoken Hokokusho.*)

Profits for reportable segments are generally operating income figures. Inter-segment sales and transfers are determined based on market prices.

3. Information related to net sales, profit/loss, assets, liabilities, and other items for each reportable segment

|  |         |         |             |        |          |                    |         | (N                     | fillions of yen)  |  |
|--|---------|---------|-------------|--------|----------|--------------------|---------|------------------------|---|--|
|  |         | Rep     | ortable seg | ment   |          |                    |         |                        | Amounts   |  |
|  | Japan   | America | Europe      | Asia   | Subtotal | Others<br>(Note 2) | Total   | Adjustment<br>(Note 3) | shown on<br>consolidated<br>financial<br>statements<br>(Note 4) |  |
| Net sales  |         |         |             |        |          |                    |         |                        |   |  |
| (1) Sales to customers   | 91,772  | 6,288   | 4,801       | 39,109 | 141,971  | 1,850              | 143,822 | -                      | 143,822   |  |
| (2) Inter-segment sales<br>and transfers                                       | 1,569   | 1,266   | 3           | 2,744  | 5,583    | 20                 | 5,603   | (5,603)                | -   |  |
| Total  | 93,341  | 7,555   | 4,804       | 41,853 | 147,555  | 1,870              | 149,425 | (5,603)                | 143,822   |  |
| Segment profit   | 11,235  | 56      | 494         | 4,581  | 16,367   | 144                | 16,512  | 309                    | 16,821  |  |
| Segment assets   | 122,853 | 21,971  | 4,169       | 49,532 | 198,526  | 1,144              | 199,671 | (37,421)               | 162,249   |  |
| Segment liabilities  | 41,693  | 3,532   | 1,347       | 20,096 | 66,668   | 360                | 67,029  | (3,407)                | 63,622  |  |
| Other items  |         |         |             |        |          |                    |         |                        |   |  |
| Depreciation   | 4,007   | 157     | 129         | 819    | 5,113    | 18                 | 5,132   | -                      | 5,132   |  |
| Amortization of goodwill   | 191     | -       | -           | -      | 191      | -                  | 191     | -                      | 191   |  |
| Increase in property,<br>plant and equipment<br>and intangible fixed<br>assets | 5,230   | 412     | 58          | 2,144  | 7,845    | 25                 | 7,870   | -                      | 7,870   |  |

FY3/14 (Apr. 1, 2013 – Mar. 31, 2014)

(Millions of yen)

(Millions of yen)

- Notes: 1. "America" includes the business activities of overseas entities in the U.S. and Canada; "Europe" those in the U.K. and South Africa; and "Asia" those in China, Taiwan, Vietnam, and others.
  - 2. "Others" is businesses that is excluded from reportable segments, and includes the business activities of an entity in Australia.
  - 3. (1) "Adjustment" (309 million yen) to segment profit indicates elimination for intersegment transactions.
    - (2) "Adjustment" to segment assets (-37,421 million yen) and liabilities (-3,407 million yen) indicate an elimination for intersegment transactions.
  - 4. Segment profit is adjusted to be consistent with operating income shown on the consolidated statements of income.

FY3/15 (Apr. 1, 2014 – Mar. 31, 2015)

| 1 1 5/15 (Apr. 1, 2014   | 10 <b>1</b> 01. 5 | 1, 2010)           |        |        |          |                    |         | (N                     | Iillions of yen)  |
|--|-------------------|--------------------|--------|--------|----------|--------------------|---------|------------------------|---|
|  |                   | Reportable segment |        |        | Amounts  |                    |         |                        |   |
|  | Japan             | America            | Europe | Asia   | Subtotal | Others<br>(Note 2) | Total   | Adjustment<br>(Note 3) | shown on<br>consolidated<br>financial<br>statements<br>(Note 4) |
| Net sales  |                   |                    |        |        |          |                    |         |                        |   |
| (1) Sales to customers   | 90,350            | 7,478              | 6,322  | 45,616 | 149,766  | 2,008              | 151,774 | -                      | 151,774   |
| (2) Inter-segment sales<br>and transfers                                       | 1,849             | 1,348              | 3      | 2,551  | 5,752    | 23                 | 5,776   | (5,776)                | -   |
| Total  | 92,200            | 8,826              | 6,326  | 48,167 | 155,519  | 2,031              | 157,550 | (5,776)                | 151,774   |
| Segment profit (loss)  | 7,243             | (264)              | 362    | 5,323  | 12,665   | 160                | 12,826  | 332                    | 13,159  |
| Segment assets   | 124,100           | 27,696             | 8,707  | 63,464 | 223,969  | 1,283              | 225,253 | (47,743)               | 177,509   |
| Segment liabilities  | 38,938            | 7,540              | 1,834  | 24,541 | 72,853   | 407                | 73,260  | (6,267)                | 66,993  |
| Other items  |                   |                    |        |        |          |                    |         |                        |   |
| Depreciation   | 4,400             | 642                | 313    | 987    | 6,344    | 21                 | 6,366   | -                      | 6,366   |
| Amortization of goodwill   | 243               | -                  | 39     | -      | 282      | -                  | 282     | -                      | 282   |
| Increase in property,<br>plant and equipment<br>and intangible fixed<br>assets | 2,968             | 179                | 132    | 894    | 4,174    | 21                 | 4,196   | -                      | 4,196   |

Notes: 1. "America" includes the business activities of overseas entities in the U.S. and Canada; "Europe" those in the U.K., Poland and South Africa; and "Asia" those in China, Taiwan, Vietnam, and others.

2. "Others" is businesses that is excluded from reportable segments, and includes the business activities of an entity in Australia.

(1) "Adjustment" (332 million yen) to segment profit (loss) indicates elimination for intersegment transactions.
(2) "Adjustments" to segment assets (-47,743 million yen) and liabilities (-6,267 million yen) indicate an elimination for intersegment transactions.

4. Segment profit (loss) is adjusted to be consistent with operating income shown on the consolidated statements of income.

#### Related information

FY3/14 (Apr. 1, 2013 – Mar. 31, 2014)

1. Products and services information

|                    | Eye care products | Skincare products | Internal medicines<br>and food | Others | Total   |
|--------------------|-------------------|-------------------|--------------------------------|--------|---------|
| Sales to customers | 27,845            | 94,734            | 17,468                         | 3,773  | 143,822 |

# FY3/15 (Apr. 1, 2014 – Mar. 31, 2015)

1. Products and services information

|                    | Eye care products | Skincare products | Internal medicines<br>and food | Others | Total   |
|--------------------|-------------------|-------------------|--------------------------------|--------|---------|
| Sales to customers | 28,707            | 101,946           | 17,270                         | 3,850  | 151,774 |

#### **Per-share Information**

|  |                                     | (Yes                          |
|--|-------------------------------------|-------------------------------|
|  | FY3/14                              | FY3/15                        |
|  | (Apr. 1, 2013 – Mar. 31, 2014)      | (Apr. 1, 2014 – Mar. 31, 2015 |
| Net assets per share   | 861.49                              | 946.1                         |
| Net income per share   | 77.15                               | 76.0                          |
| Diluted net income per share   | 76.82                               | 75.7                          |
| Notes: 1. Basis for calculation of net income per share and dilute   | d net income per share are as folle | ows. (Millions of yen         |
| Τ4   | FY3/14                              | FY3/15                        |
| Item   | (Apr. 1, 2013 – Mar. 31, 2014)      | (Apr. 1, 2014 – Mar. 31, 2015 |
| Net income per share   |                                     |                               |
| Net income   | 8,947                               | 8,63                          |
| Amount not available to common stock shareholders  | -                                   |                               |
| Net income applicable to common stock  | 8,947                               | 8,63                          |
| Average number of common stock shares outstanding during the period (thousand shares)  | 115,971                             | 113,48                        |
| Diluted net income per share   |                                     |                               |
| Adjusted to net income   | -                                   |                               |
| Increase in the number of common stock shares (thousand shares)  | 490                                 | 48                            |
| [of which stock acquisition rights (thousand shares)]  | [ 490]                              | [ 489                         |
| Summary of dilutive shares not included in the calculation of "diluted net income per share" since there was no dilutive effect. |                                     | -                             |
| 2. Basis for calculation of net assets per share is as follows   | 5.                                  | (Millions of yer              |
|  | FY3/14                              | FY3/15                        |

| Item  | FY3/14                | FY3/15                |  |  |
|---|-----------------------|-----------------------|--|--|
| Item  | (As of Mar. 31, 2014) | (As of Mar. 31, 2015) |  |  |
| Total net assets on the balance sheets  | 98,627                | 110,516               |  |  |
| Deduction on total net assets   | 948                   | 994                   |  |  |
| [of which stock acquisition rights]   | [ 568]                | [ 568]                |  |  |
| [of which minority interests]   | [ 379]                | [ 425]                |  |  |
| Net assets applicable to common stock   | 97,679                | 109,521               |  |  |
| Number of common stock shares used in calculation of net assets per share (thousand shares) | 113,384               | 113,590               |  |  |

3. Company stock held by the ESOP trust that is included in treasury stock in shareholders' equity is treated as treasury stock and is thus excluded from the average number of shares used to calculate net income per share and diluted net income per share. In addition, for the calculation of net assets per share, this ESOP trust stock is included in treasury stock, which is deducted from the number of shares outstanding at the end of the fiscal year.

For the calculation of net income per share and diluted net income per share, the average number of shares of treasury stock that was excluded were 40,538 for FY3/14 and 421,946 for FY3/15. For the calculation of net assets per share, the number of shares of treasury stock that was excluded were 527,000 for FY3/14 and 320,200 for FY3/15.

#### **Material Subsequent Events**

No reportable information.

\* This financial report is solely a translation of "Kessan Tanshin" (in Japanese, including attachments), which has been prepared in accordance with accounting principles and practices generally accepted in Japan, for the convenience of readers who prefer an English translation.