NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2014 and 2015

NOTE 1 | FRAMEWORK FOR PREPARING THE CONSOLIDATED STATEMENTS

(I) Basis of presentation

The accompanying consolidated financial statements of Odakyu Electric Railway Co., Ltd. (the "Company") and consolidated subsidiaries (together, the "Group") are prepared on the basis of accounting principles generally accepted in Japan, which differ in certain respects as to the application and disclosure requirements of International Financial Reporting Standards, and have been compiled from the consolidated financial statements prepared by the Company as required by the Financial Instruments and Exchange Act of Japan.

(2) U.S. dollar amounts

The Company and its domestic consolidated subsidiaries and affiliates maintain their books of account and other records in yen. The U.S. dollar amounts are included solely for convenience and are stated as a matter of arithmetical computation only at U.S.\$1.00=¥120.06, the approximate exchange rate prevailing on March 31, 2015. This translation should not be construed as a representation that the yen amounts actually represent, or have been, or could be, converted into U.S. dollars at the above or any other rate.

NOTE 2 | BASIS OF PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

(I) Scope of consolidation

(a) Number of consolidated subsidiaries: 44 Primary consolidated subsidiaries include Odakyu Department Store Co., Ltd., Odakyu Shoji Co., Ltd. and Odakyu Real Estate Co., Ltd.

UDS Co., Ltd. has been included in the scope of consolidation in the fiscal year ended March 31, 2015 due to acquisition of shares on February 27, 2015.

(b) Name of major non-consolidated subsidiaries Fuji Oyama Golf Club Co., Ltd.

The non-consolidated subsidiaries are all small in scale and not material when measured by the impact of total amounts of assets, net sales, net income, and retained earnings (based on the Company's ownership percentage) of these companies in the consolidated financial statements. They have therefore been excluded from the scope of consolidation.

(2) Application of the equity method

(a) Number of non-consolidated subsidiaries accounted for under the equity method: \boldsymbol{l}

Kanagawa Chuo Kotsu Co., Ltd.

(b) Oyama Kanko Dentetsu Co., Ltd. and other non-consolidated subsidiaries and other affiliated company have not been accounted for under the equity method because the impact of these companies on consolidated net income and retained earnings is not material.

(3) Fiscal year-end of consolidated subsidiaries

The fiscal year-end of six consolidated subsidiaries differs from that of the Company. The fiscal year-end of UDS Co., Ltd. is the end of December, and that of Odakyu Department Store Co., Ltd., Odakyu Shoji Co., Ltd., Odakyu Shokuhin Co., Ltd., Hokuo Tokyo Co., Ltd. and Odakyu Department Service Co., Ltd. is the end of February. The financial statements of these subsidiaries have been consolidated with appropriate adjustments for the intervening transactions and events between the end of the fiscal years of these subsidiaries and the end of the consolidated fiscal year.

(4) Summary of significant account policies

- (a) Valuation standards and methods for significant assets
 - (I) Securities
 - ① Held-to-maturity debt securities Held-to-maturity debt securities are stated at amortized cost (straight-line method).
 - 2 Other securities

Marketable available-for-sale securities

Marketable available-for-sale securities are stated at market value based on market prices, etc. (unrealized valuation gains or losses are calculated by directly charged or credited method to net assets, while the cost of securities sold is calculated by the moving average method).

Non-marketable available-for-sale securities

Non-marketable available-for-sale securities are stated at cost using moving average method.

The Company records investments in limited liability investment partnerships, which are deemed "investments securities" under the provisions set forth in Article 2-2 of the Financial Instruments and Exchange Act of Japan, at the amount equivalent to its own percentage in the assets of such partnerships, based on the most recent financial statements available depending on the report date stipulated in the partnership agreement.

(II) Inventories

Inventories are stated at cost using (the balance-sheet value is calculated reflecting the write-down due to a decline in profitability).

Real estate development for sale, work in progress......The identified cost method Other inventories......Principally, the retail cost method

- (b) Depreciation and amortization methods for significant depreciable assets
 - (I) Property and equipment (excluding lease assets)
 Property and equipment is stated generally at cost. Depreciation

is calculated primarily by the declining-balance method except for buildings (excluding ancillary facilities) for which depreciation is calculated principally based on the straight-line method.

(II) Intangible fixed assets (excluding lease assets)
Intangible assets are amortized by the straight-line method.

Software for internal use is amortized by the straight-line method over their estimated internal useful lives (five years for the cost of software).

(III) Lease assets

Lease assets pertaining to finance lease transactions other than those where leases are deemed to transfer ownership of leased property to the lessee are valued by the straight-line method with the zero residual value over the term of the lease, which is deemed the useful life.

- (c) Accounting standards for significant allowances and provisions
 - (I) Allowance for doubtful accounts

An allowance for doubtful accounts is provided based on the Company's and its consolidated subsidiaries' historical experience with respect to write-offs and based on an estimate of the amount of specific uncollectible accounts.

(II) Provision for bonuses

The Company provides for allowance for bonus based on the estimated amount of the payment for employees.

- (III) Allowance for unredeemed gift certificates and others The Company books expected use of unredeemed gift certificates and travel coupons, etc., to an allowance for unredeemed gift certificates and coupons, etc.
- (d) Reserves under the special laws (special reserve for expansion of railway transport facilities)
 Under Article 8 of the Special Measures Law for the Expansion of Railway Transport Facilities, the Company is required to provide a special reserve for certain railway construction projects authorized by the Ministry of Land, Infrastructure and Transport.
- (e) Method of railway business construction fund The Group receives a portion of the construction costs applicable to work undertaken to elevate railway lines and crossings and for the improvement of grade crossings in the form of a construction fund provided by local and other public authorities.

Upon completion of construction, an amount equivalent to the construction fund is recorded as a deduction from the acquisition costs of the property and equipment purchased.

In addition, the construction fund portion received is recorded in extraordinary income as "gain on railway business construction fund" in the consolidated statements of income. The corresponding amount recorded as a deduction from the acquisition costs of property and equipment purchased is posted to extraordinary losses in the accompanying consolidated statements of income.

- (f) Method of accounting for retirement benefits
 - (I) Attribution of estimated retirement benefits

 To calculate benefit liabilities, the estimated amount of retirement benefits is attributed to the consolidated fiscal year based on the straight-line attribution method.
 - (II) Treatment of unrecognized actuarial differences and past service costs

Past service costs are posted in expenses based on the straightline method for a fixed period of years (10 years) within the average remaining service years of employees when costs accrue from their service.

Actuarial differences are posted in expenses after the consolidated fiscal year following their accruals based on the declining-balance method for a fixed period of years (10 years) within the average remaining service years of employees.

- (g) Accounting standards for revenue and expenses
 - (I) Finance lease revenue

Finance lease revenue and related expenses of revenue are recorded when the lease payment is received.

(II) Completed construction

With regard to the accounting standard for construction revenue and construction costs, the percentage-of-completion method (the rate of completion of a construction project is estimated using the cost-comparison method) is applied to a construction work if the outcome of the construction activity is deemed certain for the progress made by the end of the year otherwise the completed-contract method is applied.

- (h) Principal methods of hedge accounting
 - (I) Method of hedge accounting

Hedging activities are principally accounted for under the deferral hedge accounting. Exceptional accounting is applied for interest-rate swaps that meet their respective requirements.

- (II) Hedging instruments and hedged items
 - ① Hedging instruments: Interest-rate swap agreements
 - 2 Hedged items: Interest expense on borrowings

(III) Hedge policy

The derivative transactions are executed in accordance with the resolution of the Fund Handling Department upon receiving approval from the individual responsible for settlements.

(IV) Method for evaluation of hedge effectiveness

The Company evaluates hedge effectiveness by comparing the cumulative changes in cash flows or changes in the fair value of the hedged items, and the cumulative changes in cash flows or the changes in fair value of hedging instruments during the period from commencement of hedging to the point of evaluating effectiveness, based on changes in both amount and others. As for interest-rate swap agreements meeting the requirement for certain hedging criteria, the evaluation of hedge effectiveness is omitted as changes in the cash flow from fluctuation in interest rates are expected to be completely offset.

(i) Method and term of amortization of goodwill Goodwill is amortized over period of five years on a straight-line basis.

- (j) Scope of cash and cash equivalents in the consolidated statements of cash flowsCash and cash equivalents consist of cash on hand, demand deposits, and short-term, highly liquid investments with maturities of three months and minimal risk of change in value.
- (k) Other basic significant matters for preparation of consolidated financial statements
 - (I) Accounting for consumption taxes
 Accounting for consumption tax is based on the tax
 exclusion method.
 - (II) Method of including interest expenses in acquisition cost Interest expenses related to certain long-term and large-scale real estate development for sale are included in acquisition cost. There are no transactions to be applied in the fiscal year ended March 31, 2015.

NOTE 3 | CHANGES IN ACCOUNTING POLICIES

Application of Accounting Standard for Retirement Benefits

The Company and its consolidated domestic subsidiaries adopted Section 35 of "Accounting Standard for Retirement Benefits" (ASBJ Statement No. 26 of May 17, 2012) and the main clause of Section 67 of "Guidance on Accounting Standard for Retirement Benefits" (ASBJ Guidance No. 25 of March 26, 2015) effective from April 1, 2014. As a result, the methods for calculating the retirement benefit obligation and service cost have been revised in the following respects, the method for attributing projected benefits to each period has been changed from the straight-line method to the benefit formula method, and the method for determining the discount rate has been changed to use a single weighted-average discount rate reflecting the expected timing and amount of benefit payments.

The cumulative effect of changing the method for calculating the retirement benefit obligation and service cost was recognized by adjusting retained earnings at April 1, 2014, in accordance with the transitional treatment provided in Paragraph 37 of Accounting Standard for Retirement Benefits

As a result, the liabilities for retirement benefits increased by ¥5,058 million and retained earnings decreased by ¥3,300 million at April 1, 2014. The effect of this change on operating income, ordinary income and income before minority interests is immaterial, and net assets per share at March 31, 2015 decreased by ¥4.36.

NOTE 4 | CHANGES IN PRESENTATION METHODS

Consolidated Statements of Income

"Loss on impairment of fixed assets," which was included in "Other" under "Extraordinary losses" in the previous consolidated fiscal year, became more than 10% of the total amount of "Extraordinary losses" and thus is presented as a separate line item under "Extraordinary losses" from the year ended March 31, 2015.

Figures for the year ended march 31, 2014 are reclassified to reflect this change in presentation method.

As a result, ¥941 million presented in "Other" under "Extraordinary losses" has been restated as entries of ¥846 million in "Loss on impairment of fixed assets" and ¥95 million in "Other."

NOTE 5 | CONSOLIDATED BALANCE SHEETS

(I) Accumulated depreciation and amortization of property and equipment is as follows:

| Million | s of yen | Thousands of U.S. dollars |
|----------|----------|---------------------------|
| 2014 | 2015 | 2015 |
| ¥785,908 | ¥813,472 | \$6,775,549 |

(2) Investment securities relating to non-consolidated subsidiaries and affiliates are as follows:

| | Millions | Millions of yen | | |
|---|----------|-----------------|----------|--|
| | 2014 | 2015 | 2015 | |
| Investment securities (shares of stock) | ¥8,180 | ¥9,806 | \$81,678 | |

(3) Pledged Assets as collateral are as follows:

| | | Millions of yen | | | | Thousands of U.S. dollars | |
|--|----------|-----------------|----------|------------|-------------|---------------------------|--|
| | 20 |) 4 | 2 | 015 | 20 |)15 | |
| Buildings and structures | ¥290,039 | [¥281,149] | ¥289,202 | [¥280,553] | \$2,408,815 | [\$2,336,774] | |
| Machinery, equipment, rolling stock, and | | | | | | | |
| other vehicles | 43,122 | [43,108] | 40,637 | [40,626] | 338,471 | [338,383] | |
| Land | 220,754 | [187,904] | 220,613 | [187,763] | 1,837,523 | [1,563,906] | |
| Other in property and equipment | 2,479 | [2,422] | 2,718 | [2,628] | 22,637 | [21,894] | |
| Total | ¥556,394 | [¥514,583] | ¥553,170 | [¥511,570] | \$4,607,446 | [\$4,260,957] | |

Secured liabilities relating to the pledged assets as collateral above are as follows:

| | Millions of yen | | | Thousands of U.S. dollars | | |
|---|-----------------|------------|----------|---------------------------|-------------|---------------|
| _ | 20 |)14 | 2 | 015 | 20 |)15 |
| Long-term loans (including current portion of long- | | | | | | |
| term debts) | ¥127,182 | [¥123,325] | ¥120,629 | [¥117,792] | \$1,004,738 | [\$ 981,109] |
| Long-term liabilities incurred for purchase of rail way | | | | | | |
| transport facilities (including its repayments | | | | | | |
| due within one year) | 131,260 | [131,260] | 120,694 | [120,694] | 1,005,283 | [1,005,283] |
| Other in long-term liabilities | 240 | | 216 | | 1,800 | |
| Total | ¥258,682 | [¥254,585] | ¥241,539 | [¥238,486] | \$2,011,821 | [\$1,986,392] |

Note: The amounts in brackets are the amounts for the Railway Foundation within the total of each category.

(4) Contingent liabilities are as follows:

(a) The Group provides debt guaranty to the borrowings from financial institutions

| | Millions | Thousands of U.S. dollars | |
|-------------------------|----------|---------------------------|---------|
| | 2014 | 2015 | 2015 |
| Employees' housing loan | ¥ 841 | ¥ 649 | \$5,405 |
| Alliance mortgage | 588 | 546 | 4,552 |
| Total | ¥1,429 | ¥1,195 | \$9,957 |

(b) Contingent liabilities related to debt assumption of bonds

| | Millions of yen | | Thousands of U.S. dollars |
|----------------------|-----------------|---------|------------------------------|
| | 2014 | 2015 | 2015 |
| 22nd unsecured bonds | ¥20,000 | ¥20,000 | \$166,583 |

(5) Reclassification due to a change in the purpose of the assets is as follows:

(a) Amount to be reclassified from noncurrent assets to real estate developments for sale

| Millions | s of yen | Thousands of U.S. dollars |
|----------|----------|------------------------------|
| 2014 | 2015 | 2015 |
| ¥— | ¥586 | \$4,884 |

(b) Amount to be reclassified from real estate developments for sale to noncurrent assets

| Millions | of yen | Thousands of U.S. dollars |
|----------|--------|------------------------------|
| 2014 | 2015 | 2015 |
| ¥178 | ¥— | \$— |

(6)(a) Accumulated construction fund directly deducted from the acquisition cost of noncurrent assets

| Millions | of yen | Thousands of U.S. dollars |
|----------|----------|------------------------------|
| 2014 | 2015 | 2015 |
| ¥211,378 | ¥213,443 | \$1,777,801 |

(6)(b) Amount of advanced depreciation of substituted assets transferred due to expropriation

| Million | s of yen | Thousands of U.S. dollars |
|---------|----------|---------------------------|
| 2014 | 2015 | 2015 |
| ¥39 | ¥625 | \$5,203 |

(7) Reserve for land revaluation

Two consolidated subsidiaries, Odakyu Real Estate Co., Ltd. and Odakyu Shoji Co., Ltd., revaluated land for business use based on the Law Concerning Revaluations of Land (Law No. 34, promulgated on March 31, 1998 and Law No. 24, promulgated on March 31, 1999). Of the valuation differences identified as a result of this, the consolidated subsidiaries recorded the amount corresponding to the taxes on the valuation difference in the liability section as "Deferred tax liabilities related to land revaluation." The amount remaining after subtracting these was recorded in the net assets section as "Reserve for land revaluation."

- (a) Odakyu Real Estate Co., Ltd.
 - (i) Revaluation method

The Revaluation was performed by adjusting the road rating pursuant to Article 2, Paragraph 4 of the Enforcement

Ordinance for the Law Concerning Revaluation Reserve for Land proclaimed on March 31, 1998. Where the road rating is not provided, adjusted valuation of real estate tax prescribed in Article 2, Paragraph 5 of the Law was used.

- (ii) Date of revaluation: March 31, 2000.
- (b) Odakyu Shoji Co., Ltd.
 - (i) Revaluation method

The Revaluation was performed by adjusting the road rating pursuant to Article 2, Paragraph 4 of the Enforcement Ordinance for the Law Concerning Revaluation Reserve for Land proclaimed on March 31, 1998.

(ii) Date of revaluation: February 28, 2002.

| | Millions of yen | | Thousands of U.S. dollars |
|-------------------------------------|-----------------|--------|---------------------------|
| | 2014 | 2015 | 2015 |
| Difference between market value | | | |
| of relevant land and its book value | | | |
| after revaluation | ¥(157) | ¥(159) | \$(1,328) |
| Difference related to leasing real | | | |
| estate of the above amount | (5) | (100) | (830) |

NOTE 6 | CONSOLIDATED STATEMENTS OF INCOME

(I) Provision for bonuses and employees' retirement benefit expenses are as follows:

| | Millions | Thousands of U.S. dollars | |
|---------------------------|----------|---------------------------|----------|
| | 2014 | 2015 | 2015 |
| Provision for bonuses | ¥7,405 | ¥7,134 | \$59,417 |
| Net periodic benefit cost | 4,298 | 3,101 | 25,827 |

(2) Write-downs in inventories due to decline in profitability included in operating expenses and cost of sales of transportation are as follows:

| Millions | Thousands of U.S. dollars | |
|----------|---------------------------|---------|
| 2014 | 2015 | 2015 |
| ¥267 | ¥177 | \$1,478 |

(3) Major components of selling, general and administrative expenses are as follows:

| | Millions | Millions of yen | | |
|-------------------------------|----------|-----------------|----------|--|
| | 2014 | 2015 | 2015 | |
| Personnel expenses | ¥40,884 | ¥41,289 | ¥343,899 | |
| Expenses | 33,717 | 34,528 | 287,593 | |
| Taxes | 2,065 | 1,903 | 15,848 | |
| Depreciation and amortization | 5,010 | 4,830 | 40,230 | |
| Amortization of goodwill | 48 | 54 | 452 | |

(4) Details of gain on sales of noncurrent assets are as follows:

| Millions of yen | | Thousands of U.S. dollars |
|-----------------|--------------------|------------------------------|
| 2014 | 2015 | 2015 |
| Vehicles | Land and buildings | Land and buildings |
| ¥243 | ¥212 | \$1,763 |

(5) Details of loss on sales of noncurrent assets are as follows:

| Millions | Millions of yen | | |
|--------------------|--------------------|--------------------|--|
| 2014 | 2014 2015 | | |
| Land and buildings | Land and buildings | Land and buildings | |
| ¥5,207 | ¥576 | \$4,798 | |

(6) Loss on impairment of fixed assets are as follows:

(a) The Group recorded a loss on impairment of fixed assets for the following asset groups.

Year ended March 31, 2014

| Usage for | Location | Туре | Millions of yen |
|----------------------|---|---|-----------------|
| | | Buildings and structures | ¥121 |
| Sports facilities | Sakura-shi, Chiba Prefecture | Land | 375 |
| | | Other | 7 |
| D (' C | Asao-ku, Kawasaki-shi, | Buildings and structures | 81 |
| | Properties of Asao-ku, Kawasaki-shi, store business, etc. Kanagawa Prefecture, etc. | "Other" in property and equipment | 68 |
| Store Dusiness, etc. | | Other | 3 |
| | | Buildings and structures | 118 |
| Other | | Machinery, equipment, rolling stock, and other vehicles | 22 |
| Otner | _ | "Other" in property and equipment | 27 |
| | | Other | 24 |
| Total | _ | _ | ¥846 |

Year ended March 31, 2015

| Usage for | Location Type | | Millions of yen | Thousands of U.S. dollars |
|--------------------------------------|--|-----------------------------------|-----------------|---------------------------|
| D :: (| | Buildings and structures | ¥206 | \$1,713 |
| Properties of store business, etc | Odawara-shi, Kanagawa Prefecture, etc. | "Other" in property and equipment | 129 | 1,074 |
| Store Dusiness, etc | | Other | 2 | 16 |
| Sports facilities | Calcuma alai Chilaa Baafaatuwa | Land | 161 | 1,341 |
| sports facilities | Sakura-shi, Chiba Prefecture | Other | 29 | 238 |
| Facilities for after-school | C | Buildings and structures | 153 | 1,278 |
| care for children | Setagaya-ku,Tokyo, etc. | Other | 10 | 86 |
| Other | | Buildings and structures | 134 | 1,117 |
| Other | _ | Other | 20 | 171 |
| Total | _ | _ | ¥844 | \$7,034 |

(b) Background to the recognition of a loss on impairment of fixed assets The fixed assets groups that are no longer expected earnings as initial projected or for which a decision for dismantlement has been taken, are recognized as a loss on impairment of fixed assets.

(c) Method of grouping assets

The Group bases its grouping for assessing impairment losses on its business segments or on an individual property and store basis.

(d) Method of determining the recoverable value The recoverable values of assets are measured at their estimated selling value, which is principally equivalent to the valuation submitted by real estate appraisers. When the recoverable values are measured at their value in use, a discount rate of 4.0% is used for the computation of present value of future cash flows for the assets.

NOTE 7 | CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

The amount of reclassification adjustment and tax effect relating to other comprehensive income are as follows:

| | Million | ns of yen | Thousands of U.S. dollars | |
|---|-------------|-----------|---------------------------|--|
| | 2014 | 2015 | 2015 | |
| Unrealized gain on securities: | | | | |
| Gain arising during the year | ¥ 3,680 | ¥18,815 | \$156,714 | |
| Reclassification adjustments | 17 | (11) | (89) | |
| Amount before income tax effect | 3,697 | 18,804 | 156,625 | |
| Income tax effect | (1,279) | (4,783) | (39,840) | |
| Subtotal | 2,418 | 14,021 | 116,785 | |
| Reserve for land revaluation: | | | | |
| Income tax effect | _ | 96 | 799 | |
| Remeasurements of defined benefit plans: | | | | |
| Gain arising during the year | _ | 7,416 | 61,765 | |
| Reclassification adjustments | | (409) | (3,402) | |
| Amount before income tax effect | _ | 7,007 | 58,363 | |
| Income tax effect | _ | (1,985) | (16,532) | |
| Subtotal | _ | 5,022 | 41,831 | |
| Share of other comprehensive income of | | | | |
| associates accounted for using equity method: | | | | |
| Gain arising during the year | (30) | 358 | 2,979 | |
| Reclassification adjustments | _ | (3) | (28) | |
| Share of other comprehensive income of | | | | |
| associates accounted for using equity method | (30) | 355 | 2,951 | |
| Total other comprehensive income | ¥ 2,388 | ¥19,494 | \$162,366 | |

NOTE 8 | CONSOLIDATED STATEMENTS OF CHANGES IN NET ASSETS

Year ended March 31, 2014

(I) Class and total number of issued shares and class and number of treasury shares

| Class | Number of shares at beginning of the fiscal year (shares) | Number of shares increased during the fiscal year (shares) | Number of shares decreased during the fiscal year (shares) | Number of shares at the end of the fiscal year (shares) |
|-----------------------|---|--|--|---|
| Common stock | 736,995,435 | _ | _ | 736,995,435 |
| Treasury stock (Note) | 15,402,536 | 298,773 | 12,188 | 15,689,121 |

Note: The increase of treasury stock includes an increase of 254,308 shares in purchase of shares which were less than a share-trading unit, an increase of 44,165 shares in purchase of the Company's treasury stock from the subsidiaries, and an increase of 300 shares due to the change of interest for equitymethod affiliates. The decrease of 12,188 shares of treasury stock is due to the sale of odd-lot shares.

(2) Matters regarding subscription rights to shares

Not applicable

(3) Dividends

(a) Dividend payments

| Resolution | Class of shares | Total amount of dividends (millions of yen) | | | Effective date | |
|---|-----------------|---|-------|--------------------|------------------|--|
| General meeting of share- holders on June 27, 2013 | Common stock | ¥2,902 | ¥4.00 | March 31, 2013 | June 28, 2013 | |
| Board of Directors' meeting on October 30, 2013 | Common stock | 2,901 | 4.00 | September 30, 2013 | December 6, 2013 | |

(b) Of dividends with a record date falling in the fiscal year, those with an effective date falling in the following fiscal year

| Resolution | Class of shares | Dividend resource | Total amount of dividends (millions of yen) | Dividend amount per share (yen) | Record date | Effective date |
|--|-----------------|-------------------|---|---------------------------------|----------------|----------------|
| General meeting of shareholders on June 27, 2014 | Common stock | Retained earnings | ¥2,901 | ¥4.00 | March 31, 2014 | June 30, 2014 |

Year ended March 31, 2015

(I) Class and total number of issued shares and class and number of treasury shares

| Class | Number of shares at beginning of the fiscal year (shares) | Number of shares increased during the fiscal year (shares) | Number of shares decreased during the fiscal year (shares) | Number of shares at the end of the fiscal year (shares) |
|-----------------------|---|--|--|---|
| Common stock | 736,995,435 | _ | _ | 736,995,435 |
| Treasury stock (Note) | 15,689,121 | 224,849 | 2,745 | 15,911,225 |

Note: The increase of treasury stock includes an increase of 182,412 shares in purchase of shares which were less than a share-trading unit, an increase of 29,509 shares in purchase of the Company's treasury stock from the subsidiaries, and an increase of 12,928 shares due to the change of interest for equity-method affiliates. The decrease of 2,745 shares of treasury stock is due to the sale of odd-lot shares.

(2) Matters regarding subscription rights to shares

Not applicable

(3) Dividends

(a) Dividend payments

| Resolution Class of s | Class of shares | Total amount | | Dividend amo | ount per share | Danama data | F#+: |
|---|-----------------|-----------------|---------------------------|--------------|----------------|-----------------------|---------------------|
| Resolution | Class of snares | Millions of yen | Thousands of U.S. dollars | Yen | U.S. dollars | Record date | Effective date |
| General meeting of share- holders on June 27, 2014 | Common stock | ¥2,901 | \$24,161 | ¥4.00 | \$0.03 | March 31, 2014 | June 30, 2014 |
| Board of Directors' meeting on October 30, 2014 | Common stock | 2,900 | \$24,155 | 4.00 | \$0.03 | September 30, 2014 | December 5, 2014 |

(b) Of dividends with a record date falling in the fiscal year, those with an effective date falling in the following fiscal year

| Resolution | Class of shares | Dividend | Total amount of dividends | | Dividend amount per share | | Record date | Effective date |
|--|--------------------|----------------------|---------------------------|---------------------------|---------------------------|--------------|----------------|----------------|
| | Glass G. S. Iai es | resource | Millions of yen | Thousands of U.S. dollars | Yen | U.S. dollars | Record date | Effective date |
| General meeting of shareholders on June 26, 2015 | Common stock | Retained earnings | ¥3,262 | \$27,172 | ¥4.50 | \$0.04 | March 31, 2015 | June 29, 2015 |

NOTE 9 | CONSOLIDATED STATEMENTS OF CASH FLOWS

(I) The following table represents a reconciliation of cash and cash equivalents and cash and time deposits in the consolidated balance sheets:

| _ | Millio | Thousands of U.S. dollars | |
|--|---------|---------------------------|-----------|
| | 2014 | 2015 | 2015 |
| Cash and time deposits | ¥30,533 | ¥19,466 | \$162,138 |
| Marketable securities | 10 | _ | _ |
| Time deposits with a maturity of more than three months | (95) | (94) | (788) |
| Equity and debt securities with a maturity of more than three months | (10) | _ | _ |
| Cash and cash equivalents | ¥30,438 | ¥19,372 | \$161,350 |

NOTE 10 | LEASE TRANSACTIONS

(As lessee)

(I) Finance lease transactions

The description on the financial lease transactions is omitted because it is immaterial.

(2) Operating lease transactions

Future minimum lease payments for only non-cancelable contracts of operating lease transactions:

| | Millions | of yen | Thousands of U.S. dollars |
|---------------------|----------|--------|------------------------------|
| | 2014 | 2015 | 2015 |
| Due within one year | ¥1,609 | ¥1,614 | \$13,444 |
| Due after one year | 4,062 | 3,786 | 31,534 |
| Total | ¥5,671 | ¥5,400 | \$44,978 |

Note: Estimated amounts are used for transactions in which the lease amount is not finalized.

(As lessor)

(I) Finance lease transactions

The description on the financial lease transactions is omitted because it is immaterial.

(2) Operating lease transactions

Future minimum lease payments for only non-cancelable contracts of operating lease transactions:

| | Millions | of yen | Thousands of U.S. dollars |
|---------------------|----------|--------|---------------------------|
| | 2014 | 2015 | 2015 |
| Due within one year | ¥ 845 | ¥1,100 | \$ 9,160 |
| Due after one year | 790 | 3,536 | 29,455 |
| Total | ¥1,635 | ¥4,636 | \$38,615 |

(3) Sub-lease transaction

With regard to sub-lease transaction, due to little material significance, information concerning finance lease transactions is omitted.

NOTE 11 | FINANCIAL INSTRUMENTS

(I) Matters regarding the conditions of financial instruments

(a) Policies on financial instruments

It is the policy of the Group to limit its fund management to safe and highly liquid deposits while raising funds primarily through loans from financial institutions and the issuance of corporate bonds in view of the market climate and interest-rate trends. Derivatives are utilized for hedging against the risks described below, not for speculative purposes.

(b) Qualitative information (risks and risk management system) on financial instruments

Trade receivables, which are operating receivables, are exposed to credit risk of customers. In regard to the credit risk, the business management departments of each business unit periodically monitor the status of collection of trade receivables by each customer, manage due dates and balances of trade receivables, and identify and mitigate the default risk of customers at an early stage.

Investment securities are mainly equities acquired in connection with business and are exposed to volatility risks of their market prices. The monitored fair values are reported periodically to the Board of Directors.

Accounts payable, which are operating liabilities, are mostly due within one year.

Borrowings and corporate bonds are intended to procure funds necessary mainly for capital investments and working capital. Borrowings with floating interest rates are exposed to interest-rate fluctuation risk. The long-term portions of borrowings are utilized as derivative transactions (interest-rate swaps) to hedge the risks. These derivative transactions are utilized for every individual agreement to convert variable interest rates on borrowings to fixed interest rates. As for interest-rate swap agreements meeting certain hedging criteria, the evaluation of hedge effectiveness is omitted.

In addition, the borrowings and account payable are exposed to liquidity risks. The Group manages liquidity risks in such a manner that each group company makes and updates its cash flow management plan on a monthly basis.

(c) Supplemental information on fair values

The fair values of financial instruments are calculated based on market prices, or by using reasonable estimates when market prices are no available. These estimates include variable factors, and are subject to fluctuation due to changes in the underlying assumptions. The contract amounts of the derivatives discussed in Note 13, "Derivative Financial Instruments" below are not an indicator of the market risk associated with derivative transactions.

(2) Matters regarding fair values of financial instruments

Book value, fair value and the differences between them as of the end of the previous fiscal year and fiscal year under review are as shown below. (It excludes those whose fair values were hard to determine. Please see Note 2.)

| | | Millions of yen | | | | Tho | usands of U.S. dolla | ırs | |
|--|------------|-----------------|------------|------------|------------|------------|----------------------|-------------|-------------|
| | | 2014 | | | 2015 | | | 2015 | |
| | Book value | Fair value | Difference | Book value | Fair value | Difference | Book value | Fair value | Difference |
| (I) Cash and time deposits | ¥ 30,533 | ¥ 30,533 | ¥ — | ¥ 19,466 | ¥ 19,466 | ¥ — | \$ 162,138 | \$ 162,138 | \$ — |
| (2) Notes and accounts receivable | 22,189 | 22,189 | _ | 22,488 | 22,488 | _ | 187,308 | 187,308 | _ |
| (3) Investment securities | | | | | | | | | |
| (a) Held-to-maturity debt securities | 46 | 47 | 1 | 31 | 32 | I | 259 | 264 | 5 |
| (b) Available-for-sale securities | 54,647 | 54,647 | _ | 73,925 | 73,925 | _ | 615,736 | 615,736 | _ |
| (4) Notes and accounts payable | (28,245) | (28,245) | _ | (29,250) | (29,250) | _ | (243,624) | (243,624) | _ |
| (5) Short-term loans | (159,371) | (159,371) | _ | (159,500) | (159,500) | _ | (1,328,502) | (1,328,502) | _ |
| (6) Corporate bonds*1 | (205,000) | (210,304) | 5,304 | (190,000) | (194,696) | 4,696 | (1,582,542) | (1,621,656) | 39,114 |
| (7) Long-term loans*2 | (267,223) | (280,302) | 13,079 | (260,181) | (274,496) | 14,315 | (2,167,093) | (2,286,327) | 119,234 |
| (8) Long-term liabilities incurred for | | | | | | | | | |
| purchase of railway transport facilities*3 | (131,261) | (131,261) | _ | (120,694) | (120,694) | _ | (1,005,283) | (1,005,283) | _ |
| (9) Derivative transactions | ¥ — | ¥ — | ¥ | ¥ — | ¥ — | ¥ — | \$ <u> </u> | \$ <u> </u> | \$ — |

^{*1.} Corporate bonds include its redemptions due within one year.

^{*2.} Long-term loans include a current portion of long-term debts.

^{*3.} Long-term liabilities incurred for purchase of railway transport facilities includes its repayments due within one year.

Note 1. Calculation method of fair values of financial instruments

- (1) Cash and time deposits and (2) Notes and accounts receivable. The book values of cash and time deposits and trade receivables approximate fair value because of their short maturities.
- (3) Investment securities
 - The fair values of stocks are determined using the quoted price at the stock exchange, while the fair values of receivables are determined using the quoted price at the stock exchange or the quoted price obtained from the financial institutions. Regarding notes to securities according to holding purposes, refer to Note 12, "Securities."
- (4) Notes and accounts payable and (5) short-term loans The book values of accounts payable and short-term loans approximate fair value because of their short maturities.
- (6) Corporate bonds
 The fair value of corporate bonds is based on the quoted market price.
- (7) Long-term loans For long-term loans, fair value is determined by discounting

- the total amount of principal and interest at the assumed interest rate on new loans of the same type. Long-term loans with floating interest rates are subject to interest-rate swap exceptional procedures, and, therefore, the fair value is determined by discounting the total amount of interest and principal together with the interest-rate swap at the interest rate assumed in a reasonable manner for new loans of the same type.
- (8) Long-term liabilities incurred for purchase of railway transport facilities
 - The book value of long-term liabilities incurred for purchase of railway transport facilities approximates fair value because the fair values of floating-rate long-term debts reflect market interest rates within a short period of time.
- (9) Derivatives
 - Please see Note 13, "Derivative Financial Instruments," for information on derivative transactions.

Note 2. The book value of financial instruments whose fair value is extremely difficult to ascertain

| | Milli | ons of yen | Thousands of U.S. dollars |
|---|--------|------------|------------------------------|
| | 2014 | 2015 | 2015 |
| Unlisted stocks | ¥3,636 | ¥ 652 | ¥ 5,434 |
| Investment in limited partnerships and the like | 692 | 1,652 | 13,757 |

These items are not included in "(b) Available-for-sale securities in (3) Investment securities," because it is very difficult to identify fair values.

Note 3. Redemption schedule for financial assets with maturities

Year ended March 31, 2014

| | | Millions of yen | | | | | | |
|-----------------------------------|-----------------|-------------------|---------------------|-------------------|--|--|--|--|
| | Within one year | One to five years | Five to 10 years | After 10 years | | | | |
| Cash and time deposits | ¥30,533 | ¥— | ¥ | ¥— | | | | |
| Trade receivables | 22,189 | _ | _ | _ | | | | |
| Held-to-maturity debt securities: | | | | | | | | |
| Government bonds | 36 | _ | 10 | _ | | | | |
| Total | ¥52,758 | ¥— | ¥10 | ¥— | | | | |

| | | Millions | of yen | | | Thousands of U.S. dollars | | | |
|-----------------------------------|-----------------|-------------------|---------------------|-------------------|-----------------|---------------------------|---------------------|-------------------|--|
| | Within one year | One to five years | Five to 10 years | After 10 years | Within one year | One to five years | Five to 10 years | After 10 years | |
| Cash and time deposits | ¥19,466 | ¥— | ¥— | ¥— | \$162,138 | \$— | \$ — | \$— | |
| Trade receivables | 22,488 | _ | _ | _ | 187,308 | _ | _ | _ | |
| Held-to-maturity debt securities: | | | | | | | | | |
| Government bonds | _ | 31 | _ | _ | _ | 259 | _ | _ | |
| Total | ¥41,954 | ¥31 | ¥— | ¥— | \$349,446 | \$259 | \$ — | \$— | |

Note 4. Redemption schedule for corporate bonds, long-term loans and long-term liabilities incurred for purchase of railway transport facilities after the consolidated closing date

Year ended March 31, 2014

| | Millions of yen | | | | | | | |
|---|-----------------|------------------|--------------------|---------------------|--------------------|-----------------|--|--|
| | Within one year | One to two years | Two to three years | Three to four years | Four to five years | Over five years | | |
| Corporate bonds* | ¥40,000 | ¥45,000 | ¥50,000 | ¥10,000 | ¥20,000 | ¥ 40,000 | | |
| Long-term loans*2 | 20,381 | 31,594 | 27,758 | 18,207 | 35,069 | 134,214 | | |
| Long-term liabilities incurred for purchase | | | | | | | | |
| of railway transport facilities*3 | 10,238 | 9,510 | 9,639 | 9,769 | 9,901 | 78,830 | | |

| | Millions of yen | | | | | | |
|---|-----------------|------------------|--------------------|---------------------|--------------------|-----------------|--|
| | Within one year | One to two years | Two to three years | Three to four years | Four to five years | Over five years | |
| Corporate bonds* | ¥45,000 | ¥50,000 | ¥35,000 | ¥20,000 | ¥10,000 | ¥ 30,000 | |
| Long-term loans*2 | 31,728 | 28,004 | 18,586 | 35,432 | 17,214 | 129,217 | |
| Long-term liabilities incurred for purchase | 0.520 | 0.745 | 0.770 | 0.007 | 10.004 | (0.//) | |
| of railway transport facilities*3 | 9,538 | 9,645 | 9,770 | 9,897 | 10,024 | 68,661 | |

| | Thousands of U.S. dollars | | | | | | |
|---|---------------------------|------------------|--------------------|---------------------|--------------------|-----------------|--|
| | Within one year | One to two years | Two to three years | Three to four years | Four to five years | Over five years | |
| Corporate bonds* ¹ | \$ 374,814 | \$416,458 | \$291,520 | \$166,584 | \$ 83,291 | \$ 249,875 | |
| Long-term loans*2 | 264,271 | 233,250 | 154,803 | 295,121 | 143,382 | 1,076,266 | |
| Long-term liabilities incurred for purchase | | | | | | | |
| of railway transport facilities*3 | 79,444 | 80,332 | 81,375 | 82,432 | 83,492 | 571,885 | |

 $^{{}^{*}1.}$ Corporate bonds include its redemptions due within one year.

^{*2.} Long-term loans include a current portion of long-term debts.

^{*3.} Long-term liabilities incurred for purchase of railway transport facilities includes its repayments due within one year. The above amounts are equivalent sum of figures of the consolidated balance sheets that removed consumption taxes.

NOTE 12 | SECURITIES

(I) Marketable held-to-maturity debt securities

Year ended March 31, 2014

| | | Millions of yen | | | |
|--|------------|-----------------|------------|--|--|
| | Book value | Fair value | Difference | | |
| Securities, whose fair value exceeds their book value: | | | | | |
| Government bonds | ¥IO | ¥II | ¥Ι | | |
| Securities, whose fair value does not exceed their book value: | | | | | |
| Government bonds | 36 | 36 | (0) | | |
| Total | ¥46 | ¥47 | ¥Ι | | |

Year ended March 31, 2015

| | | Millions of yen | | | Thousands of U.S. dollars | | |
|--|------------|-----------------|------------|------------|---------------------------|------------|--|
| | Book value | Fair value | Difference | Book value | Fair value | Difference | |
| Securities, whose fair value exceeds their book value: | | | | | | | |
| Government bonds | ¥3 I | ¥32 | ¥Ι | \$259 | \$264 | \$ 5 | |
| Securities, whose fair value does not exceed their book value: | | | | | | | |
| Government bonds | _ | _ | _ | _ | _ | _ | |
| Total | ¥31 | ¥32 | ¥Ι | \$259 | \$264 | \$ 5 | |

(2) Marketable other securities

Year ended March 31, 2014

| | Millions of yen | | | |
|--|-----------------|-------------------|------------|--|
| | Book value | Acquisition value | Difference | |
| Securities, whose fair value exceeds their book value: | | | | |
| Stocks | ¥54,337 | ¥16,683 | ¥37,654 | |
| Securities, whose fair value does not exceed their book value: | | | | |
| Stocks | 310 | 323 | (13) | |
| Total | ¥54,647 | ¥17,006 | ¥37,641 | |

Note: Unlisted stocks of ¥3,636 million on the consolidated balance sheet and investment in limited partnerships and the like of ¥692 million on the consolidated balance sheet are not included in the above "Marketable other securities" because it is very difficult to identify fair values.

Year ended March 31, 2015

| | | Millions of yen | | | Thousands of U.S. dollars | | |
|--|------------|-------------------|------------|------------|---------------------------|------------|--|
| | Book value | Acquisition value | Difference | Book value | Acquisition value | Difference | |
| Securities, whose fair value exceeds their book value: | | | | | | | |
| Stocks | ¥73,91 | ¥17,465 | ¥56,446 | \$615,615 | \$145,468 | \$470,147 | |
| Securities, whose fair value does not exceed their book value: | | | | | | | |
| Stocks | 14 | 15 | (I) | 121 | 128 | (7) | |
| Total | ¥73,925 | ¥17,480 | ¥56,445 | \$615,736 | \$145,596 | \$470,140 | |

Note: Unlisted stocks of ¥652 million on the consolidated balance sheet and investment in limited partnerships and the like of ¥1,652 million on the consolidated balance sheet are not included in the above "Marketable other securities" because it is very difficult to identify fair values.

(3) The net gain (loss) on sale of other marketable securities. The description on the net gain (loss) on sale of other marketable.

The description on the net gain (loss) on sale of other marketable securities is omitted because it is immaterial.

(4) Impairment losses on marketable securities

Impairment losses on marketable securities are omitted because they are immaterial.

The Group records an impairment loss on marketable securities if their market value declines by 50% or more below their respective book value. For securities whose market value has declined by more than 30% but less than 50% below the book value, the Group considers the possibility of recovery and records the amount expected to be unrecoverable as an impairment.

NOTE 13 | DERIVATIVE FINANCIAL INSTRUMENTS

(I) Derivatives to which hedge accounting is not applied

Not applied.

(2) Derivatives to which hedge accounting is applied

(Interest rate)

Year ended March 31, 2014

| | | | Millions of yen | | | |
|--|--|-------------------|--------------------|-----------------------|------------|--|
| Hedge accounting Fair value method | Type of derivatives | Major hedged item | Contract amount | Due after one year | Fair value | |
| Special treatment for interest-rate swap | Interest-rate swaps Receive floating rate Pay fixed rate | Long-term loans | ¥16,828 | ¥16,800 | (Note) | |

Note: As interest rate swap transactions meeting certain hedging criteria are accounted to be combined with long-term loans as hedged items, their fair values are included in those of long-term loans.

Year ended March 31, 2015

| | | | Millions of yen | | TI | nousands of U.S. dolla | ırs | |
|--|--|----------------------|-----------------|-----------|------------|------------------------|-----------|------------|
| Hedge accounting Fair | Type of derivatives | Major hedged item | Contract | Due after | Fair value | Contract | Due after | Fair value |
| value method | Type of derivatives | r lajor ricagea item | amount | one year | Tail Value | amount | one year | Tail value |
| Special treatment for interest-rate swap | Interest-rate swaps Receive floating rate Pay fixed rate | Long-term loans | ¥16,800 | ¥16,800 | (Note) | \$139,930 | \$139,930 | (Note) |

Note: As interest rate swap transactions meeting certain hedging criteria are accounted to be combined with long-term loans as hedged items, their fair values are included in those of long-term loans.

NOTE 14 | EMPLOYEES' RETIREMENT BENEFITS

(I) Overview of retirement benefit system adopted

The Company and its consolidated subsidiaries offer a corporate pension fund plan based on a defined benefit plan and a lump-sum retirement payment plan, as well as the Smaller Enterprise Retirement Allowance Mutual Aid Scheme, while the Company and certain consolidated subsidiaries have adopted a defined contribution scheme, in addition to a defined benefit plan. These Companies may also pay extra retirement allowances to employees at retirement.

Certain consolidated subsidiaries calculated the retirement benefit obligations using the simplified method.

(2) Defined benefit plans (including plans applying the simplified method)

(a) Movements in defined benefit obligations during the years ended March 31, 2014 and 2015 are as follows:

| | Millions of yen | | Thousands of U.S. dollars |
|---|-----------------|---------|------------------------------|
| | 2014 | 2015 | 2015 |
| Balance at beginning of the year | ¥93,785 | ¥92,388 | \$769,518 |
| Cumulative effect of changes in accounting policies | _ | 5,058 | 42,132 |
| Restated balance at beginning of the year | 93,785 | 97,446 | 811,650 |
| Service cost | 3,054 | 3,412 | 28,420 |
| Interest cost | 1,524 | 944 | 7,860 |
| Actuarial differences | 414 | (1,436) | (11,958) |
| Benefits paid | (6,440) | (6,317) | (52,618) |
| Other | 51 | 51 | 423 |
| Balance at end of the year | ¥92,388 | ¥94,100 | \$783,777 |

(b) Movements in plan assets during the years ended March 31, 2014 and 2015 are as follows

| | Millions of yen | | Thousands of U.S. dollars |
|------------------------------------|-----------------|---------|---------------------------|
| | 2014 | 2015 | 2015 |
| Balance at beginning of the year | ¥67,422 | ¥72,434 | \$603,314 |
| Expected return on plan assets | 789 | 847 | 7,051 |
| Actuarial differences | 4,439 | 5,980 | 49,808 |
| Contributions paid by the employer | 4,387 | 4,172 | 34,749 |
| Benefits paid | (4,603) | (4,510) | (37,560) |
| Balance at end of the year | ¥72,434 | ¥78,923 | \$657,362 |

(c) Reconciliation between the ending balance of the funded defined benefit obligation and plan assets and net defined benefit liabilities recorded in the consolidated balance sheet

| | | Millions of yen | Thousands of U.S. dollars | |
|--|----------|-----------------|------------------------------|--|
| | 2014 | 2015 | 2015 | |
| Funded defined benefit obligations | ¥ 67,856 | ¥ 69,042 | \$ 575,067 | |
| Plan assets | (72,434) | (78,923) | (657,362) | |
| | (4,578) | (9,881) | (82,295) | |
| Unfunded defined benefit obligations | 24,533 | 25,058 | 208,710 | |
| Net liability recorded in the consolidated balance sheet | 19,955 | 15,177 | 126,415 | |
| Net defined benefit liabilities | 19,955 | 15,177 | 126,415 | |
| Net liability recorded in the consolidated balance sheet | ¥ 19,955 | ¥ 15,177 | \$ 126,415 | |

(d) The components of retirement benefit expenses

| - | | Millions of yen | Thousands of U.S. dollars |
|--|--------|-----------------|------------------------------|
| | 2014 | 2015 | 2014 |
| Service cost | ¥3,054 | ¥3,412 | \$28,420 |
| Interest cost | 1,524 | 944 | 7,860 |
| Expected return on pension assets | (789) | (847) | (7,051) |
| Amortization of actuarial differences | 735 | (186) | (1,551) |
| Amortization of prior service cost | (226) | (222) | (1,851) |
| Retirement benefit expenses on defined benefit plans | ¥4,298 | ¥3,101 | \$25,827 |

(e) The components of remeasurements of defined benefit plans (before tax effects) included in other comprehensive income for the years ended March 31, 2014 and 2015 are as follows:

| | Millions of yen | Millions of yen | | |
|-----------------------|-----------------|-----------------|-----------|--|
| | 2014 | 2015 | 2015 | |
| Prior service cost | ¥— | ¥(222) | \$(1,851) | |
| Actuarial differences | _ | 7,229 | 60,214 | |
| Total | ¥— | ¥7,007 | \$58,363 | |

(f) The components of remeasurements of defined benefit plans (before tax effects) included in accumulated other comprehensive income for the years ended March 31, 2014 and 2015 are as follows:

| | Millions of yen | Millions of yen | | |
|------------------------------------|-----------------|-----------------|------------|--|
| | 2014 | 2015 | 2015 | |
| Unrecognized prior service cost | ¥(479) | ¥ (257) | \$ (2,138) | |
| Unrecognized actuarial differences | (500) | (7,729) | (64,381) | |
| Total | ¥(979) | ¥(7,986) | \$(66,519) | |

(g) Plan assets

(i) Components of plan assets The plan assets consist of the following:

| | 2014 | 2015 |
|------------------------|------|------|
| Bonds | 36% | 39% |
| Equity securities | 30 | 30 |
| General account assets | 24 | 23 |
| Cash and time deposits | 5 | 3 |
| Other | 5 | 5 |
| Total | 100% | 100% |

(ii) Method of determining the long-term expected rate of return on plan assets $% \left\{ \left\{ 1\right\} \right\} =\left\{ 1\right\} =\left\{ 1$

The long-term expected rate of return on plan assets is determined considering the current and future expected allocation of plan assets and the current and future expected long-term rates of return from the various components of the plan assets.

(h) The assumptions used for the year ended March 31, 2014 and 2015 are as follows:

| | 2014 | 2015 |
|------------------------------------|----------------|----------------|
| Discount rate | Primarily 1.6% | Primarily 1.1% |
| Long-term expected rate of returns | Primarily 1.0% | Primarily 1.0% |
| Expected salary increase rate | Primarily 1.4% | Primarily 1.4% |

(3) Defined contribution plans

The amounts of required contribution to the defined contribution plan of the Company and its consolidated subsidiaries and to the Smaller Enterprise Retirement Allowance Mutual Aid Scheme of its consolidated subsidiaries for the years ended March 31, 2014 and 2015 are as follows:

| | Millions of yen | Millions of yen | |
|--|-----------------|-----------------|---------|
| | 2014 | 2015 | 2015 |
| Defined contribution plan | ¥465 | ¥459 | \$3,827 |
| Smaller Enterprise Retirement Allowance Mutual Aid Scheme | 270 | 270 | 2,251 |

NOTE 15 | DEFERRED TAX

(I) Significant components of deferred tax assets and liabilities

| | Millions | of yen | Thousands of U.S. dollars |
|---|-----------|-----------|------------------------------|
| _ | 2014 | 2015 | 2015 |
| Deferred tax assets: | | | |
| Net defined benefit liabilities | ¥ 8,799 | ¥ 6,881 | \$ 57,310 |
| Unrealized profits | 6,720 | 6,591 | 54,901 |
| Loss on impairment of fixed assets | 7,318 | 6,361 | 52,982 |
| Net operating loss carryforwards | 5,386 | 5,239 | 43,640 |
| Reserve for employees' bonuses | 2,748 | 2,469 | 20,564 |
| Excess depreciation | 1,866 | 1,504 | 12,524 |
| Loss on revaluation of land for sale | 971 | 759 | 6,326 |
| Accrued taxes | 731 | 745 | 6,206 |
| Asset retirement obligation | 625 | 584 | 4,867 |
| Allowance for doubtful accounts | 297 | 323 | 2,690 |
| Allowance for unredeemed gift certificates and others | 295 | 228 | 1,898 |
| Accrued fare | 224 | 219 | 1,823 |
| Other | 4,319 | 4,365 | 36,352 |
| Gross deferred tax assets | 40,299 | 36,268 | 302,083 |
| Less:Valuation allowance | (17,687) | (15,839) | (131,925) |
| Total deferred tax assets | ¥ 22,612 | ¥ 20,429 | \$ 170,158 |
| Deferred tax liabilities: | | | |
| Unrealized gains on securities | ¥(13,228) | ¥(18,011) | \$(150,018) |
| Reserve for deduction of property and equipment | (2,765) | (2,520) | (20,990) |
| Gain on securities contribution to employees' retirement benefits trust | (1,588) | (1,441) | (12,002) |
| Other | (671) | (831) | (6,923) |
| Total deferred tax liabilities | (18,252) | (22,803) | (189,933) |
| Net deferred tax assets and liabilities | ¥ 4,360 | ¥ (2,374) | \$ (19,775) |

Note: The net amounts of deferred tax assets and liabilities are included in the following categories of the consolidated balance sheet

| | Millions | Thousands of U.S. dollars | |
|--|----------|---------------------------|-------------|
| | 2014 | 2015 | 2015 |
| Current assets—Deferred tax assets | ¥ 5,404 | ¥ 5,290 | \$ 44,064 |
| Noncurrent assets—Deferred tax assets | 5,945 | 6,301 | 52,479 |
| Current liabilities—Deferred tax liabilities | (0) | (0) | (4) |
| Long-term liabilities—Deferred tax liabilities | ¥(6,989) | ¥(13,965) | \$(116,314) |

Aside from the above, deferred tax assets and liabilities related to land revaluation are as follows:

| | Millions of yen | | Thousands of U.S. dollars |
|---|-----------------|----------|------------------------------|
| | 2014 | 2015 | 2015 |
| Deferred tax asset related to land revaluation | ¥ 575 | ¥ 540 | \$ 4,494 |
| Less: Valuation allowance | (575) | (540) | (4,494) |
| Total | _ | _ | _ |
| Deferred tax liabilities related to land revaluation | (1,246) | (1,064) | (8,866) |
| Net deferred tax assets and liabilities related to land revaluation | ¥(1,246) | ¥(1,064) | \$ (8,866) |

(2) A reconciliation of the significant differences between the normal effective statutory tax rate and the effective tax rate reflected in the accompanying consolidated statements of income

| | 2014 | 2015 |
|---|-------|------|
| The normal effective statutory tax rate | 38.0% | |
| Adjustment: | | |
| Permanently non-deductible expenses such as entertainment expenses | 0.8 | _ |
| Permanently non-taxable income such as dividend income | (0.9) | _ |
| Inhabitant taxes per capita | 0.4 | _ |
| Change in valuation allowance | (2.6) | _ |
| Downward adjustment of deferred tax assets (liabilities) at the end of the year due to change in tax rate | 0.9 | _ |
| Other | (1.6) | _ |
| Effective income tax rate | 35.0% | _ |
| | | |

Note: A reconciliation of the statutory tax rate to the effective income tax rates for the year ended March 31, 2015 has been omitted since the difference was less than 5%.

(3) Adjustment of deferred tax assets and liabilities for enacted changes in tax laws and rates

The Act for Partial Revision of the Income Tax Act, etc. [Act No. 9 of 2015] and the Act for Partial Revision of Local Tax, etc. [Act No. 2 of 2015] were promulgated on March 31, 2015. As a result, the effective statutory tax rate used to measure the Company's deferred assets and liabilities will be changed from 35.6% to 33.1% and 32.3% for the temporary differences expected to be settled or realized in the fiscal year beginning April 1, 2015 and for the temporary differences expected to be settled or realized from April 1, 2016, respectively.

As a result of this change, deferred tax assets (after offsetting deferred tax liabilities) increased by ¥772 million (\$6,433 thousand), deferred income taxes increased by ¥1,306 million (\$10,878 thousand), unrealized gains on securities increased by ¥1,820 million (\$15,159 thousand), remeasurements of defined benefit plans increased by ¥258 million (\$2,152 thousand), and deferred tax liabilities related to land revaluation decreased by ¥96 million (\$799 thousand), while the reserve for land revaluation increased by the same amount.

NOTE 16 | LEASING REAL ESTATE

The Company and certain consolidated subsidiaries own leasing commercial facilities and leasing office buildings centering on the area around Tokyo and Kanagawa prefectures. As real estate of which some portions are used as leasing property includes portions used by the Company and certain consolidated subsidiaries, it is shown as "Other properties used as leasing properties."

The book values in the consolidated balance sheets, changes during the fiscal under review and fair values of real estate, of which some portions are used as leasing property, are determined as follows.

(I) Fair value of leasing and other properties

Year ended March 31, 2014

| | | Millions of yen | | | | |
|---|----------------|-------------------------|----------------|----------------|--|--|
| | | Book value | | | | |
| | March 31, 2013 | Changes during the year | March 31, 2014 | March 31, 2014 | | |
| Leasing properties | ¥127,887 | ¥ (3,843) | ¥124,044 | ¥160,137 | | |
| Other properties used as leasing properties | 162,027 | (19,411) | 142,616 | 172,908 | | |

| | | Millions of yen | | | | | | |
|---|--|-------------------------|----------------|----------------|--|--|--|--|
| | | Book value | | | | | | |
| | March 31, 2014 Changes during the year | | March 31, 2015 | March 31, 2015 | | | | |
| Leasing properties | ¥124,044 | ¥ 8,014 | ¥132,058 | ¥177,905 | | | | |
| Other properties used as leasing properties | 142,616 | 142,616 (1,449) 141,167 | | | | | | |

| | | Thousands of U.S. dollars | | | | | | |
|---|----------------|-------------------------------------|----------------|----------------|--|--|--|--|
| | | Book value | | | | | | |
| | March 31, 2014 | Changes during the year | March 31, 2015 | March 31, 2015 | | | | |
| Leasing properties | \$1,201,748 | \$1,201,748 \$(101,815) \$1,099,933 | | | | | | |
| Other properties used as leasing properties | 1,381,666 | 1,381,666 (205,864) 1,175,802 | | | | | | |

Notes: 1. The amount posted in the consolidated balance sheet is gained by deducting the accumulated depreciation and amortization from the acquisition cost.

- 2. The main component of decrease for the year ended March 31, 2014 is ¥16,917 million in sale of equity in the Shinjuku Sanei Building. The main factor attributable to the increase for the year ended March 31, 2015 is ¥4,901 million (\$40,823 thousand) in construction work for compound rental complex at Ebina Station.
- 3. The market value as of end of the fiscal year is based, for main transactions, on a real estate survey report prepared by a certified real estate appraiser, and for other transactions, on appraised value or price index considered to reflect the fair value.

(2) Profit and loss on leasing properties

Year ended March 31, 2014

| | | Millions of yen | | | | |
|---|----------------|------------------|------------|-----------------------|--|--|
| | Leasing income | Leasing expenses | Difference | Other gains or losses | | |
| Leasing properties | ¥11,709 | ¥ 6,529 | ¥5,180 | ¥ (391) | | |
| Other properties used as leasing properties | 20,019 | 13,373 | 6,646 | (5,339) | | |

Year ended March 31, 2015

| | | Millions of yen | | | |
|---|----------------|------------------|---------------------------|-----------------------|--|
| | Leasing income | Leasing expenses | Difference | Other gains or losses | |
| Leasing properties | ¥12,315 | ¥ 7,013 | ¥5,302 | ¥(134) | |
| Other properties used as leasing properties | 19,252 | 12,951 | 6,301 | (806) | |
| | | Thousands of | Thousands of U.S. dollars | | |
| | Leasing income | Leasing expenses | Difference | Other gains or losses | |
| Leasing properties | \$102,577 | \$ 58,414 | \$44,163 | \$ (1,119) | |
| Other properties used as leasing properties | 160,354 | 107,873 | 52,481 | (6,709) | |

 $Note: Others\ gains\ or\ loss, primarily\ composed\ of\ loss\ on\ sale\ or\ loss\ on\ disposal,\ are\ recorded\ in\ extraordinary\ income\ (losses).$

NOTE 17 | SEGMENT INFORMATION

(I) Segment information

(a) Overview of the reportable segments

The Group's reportable segments are determined on the basis that separate financial information for such segments is available and examined periodically by the Board of Directors, which makes decisions regarding the allocation of management resources and assesses the business performances of such segments.

The Group's businesses provide goods and services that support our customers' daily lives primarily along the Odakyu lines, centered on transportation but including merchandising, real estate, hotel, restaurant and other services.

For this reason, the Group consists of business segments with the business department as the basis. The three reportable segments are "transportation," "merchandising," and "real estate." The main goods and services that fall under these reportable segments are listed below.

Transportation...Railway, bus, taxi, sightseeing boat, ropeway, etc. Merchandising...Department store, supermarket, etc. Real estate.......Sale of land and buildings, leasing of buildings, etc.

(b) Valuation method for reportable operating income (loss) and asset amounts

The accounting method for reportable business segments is presented in accordance with "Summary of Significant Accounting Policies" in Note 2. The reportable operating income figures are based on operating income. Intersegment transactions are presented based on the current market prices at the time of this report.

(c) Information about sales, operating income, assets and others by reportable segment, for the years ended March 31, 2014 and 2015 was as follows:

| | | | | Millions of yen | | | |
|--|----------------|--------------------|-------------|-----------------|------------|------------------------|--------------|
| | | Reportable segment | | Other | | A divistos ant | Consolidated |
| | Transportation | Merchandising | Real estate | (Note I) | Total | Adjustment (Note 2) | (Note 3) |
| Revenue from operations: | | | | | | | |
| Customers | ¥169,547 | ¥222,348 | ¥ 58,866 | ¥72,426 | ¥ 523,187 | ¥ — | ¥ 523,187 |
| Intragroup sales and transfers | 3,151 | 2,824 | 5,601 | 23,450 | 35,026 | (35,026) | |
| Total | ¥172,698 | ¥225,172 | ¥ 64,467 | ¥95,876 | ¥ 558,213 | ¥(35,026) | ¥ 523,187 |
| Segment income | ¥ 28,308 | ¥ 3,671 | ¥ 12,521 | ¥ 4,706 | ¥ 49,206 | ¥ 171 | ¥ 49,377 |
| Segment assets | ¥670,417 | ¥ 76,869 | ¥356,617 | ¥85,736 | ¥1,189,639 | ¥ 54,706 | ¥1,244,345 |
| Other: | | | | | | | |
| Depreciation and amortization (Note 4) | ¥ 31,504 | ¥ 5,043 | ¥ 9,286 | ¥ 3,060 | ¥ 48,893 | ¥ (241) | ¥ 48,652 |
| Amortization of goodwill | 3 | _ | _ | _ | 3 | 45 | 48 |
| Loss on impairment of fixed assets | 53 | 151 | 521 | 120 | 845 | _ | 845 |
| Investment for affiliates applied for equity | | | | | | | |
| methods | 7,166 | _ | _ | _ | 7,166 | _ | 7,166 |
| Increase in property and equipment and | | | | | | | |
| intangible assets (Note 4) | 30,623 | 4,653 | 6,993 | 4,651 | 46,920 | _ | 46,920 |

Notes: 1. "Other" represents the following businesses, which are not included in the above reportable segment: hotel, restaurant, travel agent, golf course, railway maintenance service, motor service station and car dealer, building management and maintenance, advertising agency, horticulture and gardening, bookkeeping service, insurance agency, nursing and child care.

- 2. Adjustments are as follows:
- (a) Adjustments of ¥171 million for segment income include ¥216 million of intersegment elimination and negative ¥45 million of amortization of goodwill.
- (b) Adjustments for segment assets amounting to ¥54,706 million include negative ¥91,669 million of intersegment elimination and ¥146,375 million of the Group's assets that have not been distributed to reportable segments.
- (c) Adjustments for depreciation and amortization amounting to negative ¥241 million represents intersegment elimination.
- 3. "Segment income" is adjusted to operating income of consolidated statements of income.
- 4. "Depreciation and amortization," and "Increase in property and equipment and intangible assets" include amortization and additions to long-term prepaid expenses.

| | | | | Millions of yen | | | |
|--|--------------------|---------------|-------------|-----------------|------------|--------------|------------|
| | Reportable segment | | Other | | Adjustment | Consolidated | |
| | Transportation | Merchandising | Real estate | (Note I) | Total | (Note 2) | (Note 3) |
| Revenue from operations: | | | | | " | | |
| Customers | ¥168,258 | ¥219,966 | ¥ 55,118 | ¥ 75,373 | ¥ 518,715 | ¥ — | ¥ 518,715 |
| Intragroup sales and transfers | 3,019 | 2,718 | 5,726 | 24,843 | 36,306 | (36,306) | _ |
| Total | ¥171,277 | ¥222,684 | ¥ 60,844 | ¥100,216 | ¥ 555,021 | ¥(36,306) | ¥ 518,715 |
| Segment income | ¥ 29,151 | ¥ 3,160 | ¥ 11,577 | ¥ 5,809 | ¥ 49,697 | ¥ 161 | ¥ 49,858 |
| Segment assets | ¥668,485 | ¥ 75,684 | ¥362,297 | ¥ 90,218 | ¥1,196,684 | ¥ 57,165 | ¥1,253,849 |
| Other: | | | | | | | |
| Depreciation and amortization (Note 4) | ¥ 30,058 | ¥ 4,784 | ¥ 9,032 | ¥ 3,061 | ¥ 46,935 | ¥ (243) | ¥ 46,692 |
| Amortization of goodwill | _ | _ | _ | 0 | 0 | 54 | 54 |
| Loss on impairment of fixed assets | _ | 337 | 189 | 318 | 844 | _ | 844 |
| Investment for affiliates applied for equity | | | | | | | |
| methods | 8,369 | _ | _ | _ | 8,369 | _ | 8,369 |
| Increase in property and equipment and | | | | | | | |
| intangible assets (Note 4) | 31,130 | 6,731 | 14,129 | 4,376 | 56,366 | _ | 56,366 |

| | Thousands of U.S. dollars | | | | | | |
|--|---------------------------|---------------|-------------|-----------|--------------|-------------|--------------|
| | Reportable segment | | | Other | | Adjustment | Consolidated |
| | Transportation | Merchandising | Real estate | (Note I) | Total | (Note 2) | (Note 3) |
| Revenue from operations: | | | | | • | | |
| Customers | \$1,401,450 | \$1,832,132 | \$ 459,087 | \$627,797 | \$ 4,320,466 | \$ — | \$ 4,320,466 |
| Intragroup sales and transfers | 25,146 | 22,642 | 47,689 | 206,919 | 302,396 | (302,396) | _ |
| Total | \$1,426,596 | \$1,854,774 | \$ 506,776 | \$834,716 | \$ 4,622,862 | \$(302,396) | \$ 4,320,466 |
| Segment income | \$ 242,798 | \$ 26,321 | \$ 96,430 | \$ 48,385 | \$ 413,934 | \$ 1,343 | \$ 415,277 |
| Segment assets | \$5,567,919 | \$ 630,386 | \$3,017,634 | \$751,443 | \$ 9,967,382 | \$ 476,140 | \$10,443,522 |
| Other: | | | | | | | |
| Depreciation and amortization (Note 4) | \$ 250,359 | \$ 39,845 | \$ 75,232 | \$ 25,494 | \$ 390,930 | \$ (2,028) | \$ 388,902 |
| Amortization of goodwill | _ | _ | _ | 0 | 0 | 452 | 452 |
| Loss on impairment of fixed assets | _ | 2,803 | 1,578 | 2,653 | 7,034 | _ | 7,034 |
| Investment for affiliates applied for equity | | | | | | | |
| methods | 69,708 | _ | _ | _ | 69,708 | _ | 69,708 |
| Increase in property and equipment and | | | | | | | |
| intangible assets (Note 4) | 259,284 | 56,062 | 117,684 | 36,452 | 469,482 | _ | 469,482 |

Notes: 1. "Other" represents the following businesses, which are not included in the above reportable segment: hotel, restaurant, travel agent, golf course, railway maintenance service, building management and maintenance, advertising agency, horticulture and gardening, bookkeeping service, insurance agency, nursing and child care.

- 2. Adjustments are as follows:
- (a) Adjustments of ¥161 million (\$1,343 thousand) for segment income include ¥215 million (\$1,795 thousand) of intersegment elimination and negative ¥54 million (negative \$452 thousand) of amortization of goodwill.
- (b) Adjustments for segment assets amounting to \$57,165 million (\$476,140 thousand) include negative \$87,818 million (negative \$731,446 thousand) of intersegment elimination and \$144,983 million (\$1,207,586 thousand) of the Group's assets that have not been distributed to reportable segments.
- (c) Adjustments for depreciation and amortization amounting to negative \$243 million (negative \$2,028 thousand) represents intersegment elimination.
- 3. "Segment income" is adjusted to operating income of consolidated statements of income.
- 4. "Depreciation and amortization," and "Increase in property and equipment and intangible assets" include amortization and additions to long-term prepaid expenses.

(2) Related information

(a) Information by product and service $% \left(x\right) =\left(x\right) \left(x\right)$

Since the segments of products and services are the same as the reportable segments, information by product or service is omitted.

- (b) Information by geographical area
 - (i) Revenue from operations
 Since the revenues to external customers in Japan exceed 90% of the revenues from operations on the consolidated statements of income, the information is omitted.
 - (ii) Property and equipment
 Since the amount of property and equipment located in Japan
 exceeds 90% of the amount of property and equipment recorded
 on the consolidated balance sheets, the information is omitted.

(c) Information by major customer

Since sales to no customer account for 10% or more of the revenues from operations on the consolidated statements of income, information by major customer is omitted.

(3) Impairment loss of long-lived assets in reportable segments

The description on the impairment loss of long-lived assets by segment for the year ended March 31, 2014 and 2015 is omitted because it is disclosed in "Segment information."

(4) Information on amortization of goodwill and unamortized balance by reportable segment

Year ended March 31, 2014

| | | Millions of yen | | | | |
|--|----------------|-----------------|-------------|-------|------------|--------------|
| | Transportation | Merchandising | Real estate | Other | Adjustment | Consolidated |
| Balance at the end of the fiscal year under review | ¥ | ¥ | ¥ | ¥ | ¥53 | ¥53 |

Year ended March 31, 2015

| | | | A 4717 | | | |
|--|----------------|---------------|--------------|--------------|------------|--------------|
| | | | Millions | , | | |
| | Transportation | Merchandising | Real estate | Other | Adjustment | Consolidated |
| Balance at the end of the fiscal year | | | | | | |
| under review | ¥— | ¥— | ¥1,048 | ¥0 | ¥157 | ¥1,205 |
| | | | Thousands of | U.S. dollars | | |
| | Transportation | Merchandising | Real estate | Other | Adjustment | Consolidated |
| Balance at the end of the fiscal year under review | • | • | ¢0 72F | ¢2 | ¢1.211 | \$10.039 |
| under review | \$— | > — | \$8,725 | \$2 | \$1,311 | \$10,038 |

(5) Information on gain on negative goodwill by reportable segment

The description on gain on negative goodwill by segment for the year ended March 31, 2014 and 2015 is omitted because it is immaterial.

NOTE 18 | PER SHARE INFORMATION

The following tables show net assets per share and net income per share.

| | Y | U.S. dollars | |
|------------------|---------|--------------|--------|
| | 2014 | 2015 | 2015 |
| Net assets | ¥366.32 | ¥422.33 | \$3.52 |
| Net income—basic | 34.72 | 41.80 | 0.35 |

Notes: 1. Diluted net income per share is not presented, as the Group did not hold any potentially dilutive securities for the years ended March 31, 2014 and 2015.

2. The basis for the respective calculation of net income per share is as follows:

| | | Yen | |
|---|-------------|-------------|-------------|
| | 2014 | 2015 | 2015 |
| Net income | ¥25,049 | ¥30,147 | \$251,102 |
| Amount not belonging to common stockholders | <u> </u> | _ | _ |
| Net income related to common shares | 25,049 | 30,147 | 251,102 |
| Weighted average number of shares issued and outstanding during the period (shares) | 721,438,538 | 721,188,431 | 721,188,431 |

NOTE 19 | SUBSEQUENT EVENT

The directors of the Company approved a resolution for the issuance of the 67th and 68th series of unsecured bonds at a meeting of the Board of Directors convened on May 20, 2015. Details of the issuance are summarized as follows:

| | Series 67 unsecured corporate bonds | Series 68 unsecured corporate bonds |
|------------------------|--|--|
| (I) Amount | ¥10 billion | ¥10 billion |
| (2) Interest rate | 0.608% per annum | 1.098% per annum |
| (3) Date of issuance | June 12, 2015 | June 12, 2015 |
| (4) Date of redemption | June 12, 2025 | June 12, 2030 |
| (5) Purpose | Bond redemption funds and debt repayment | Bond redemption funds and debt repayment |

The directors of the Company approved a resolution for the issuance of the 69th series of unsecured bonds at a meeting of the Board of Directors convened on June 26, 2015. Details of the issuance are summarized as follows:

| | Series 69 unsecured corporate bonds |
|----------------------|--|
| (I) Amount | ¥10 billion |
| (2) Interest rate | Less than 0.7% per annum |
| (3) Date of issuance | Between June 26, and July 31, 2015 |
| (4) Term | Three years |
| (5) Purpose | Capital expenditures |