

### **Corporate Data**

### **Corporate Headquarters**

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Date of Establishment

August 1967

**President and Representative Director** Kazuhiko Hara

Vice President and Representative Director Takeyuki Ueki

Vice President and Director Yasuo Igarashi

**Senior Managing Director** Bungo Yamagishi

**Managing Director** Akira Koide

### Directors

Hitoshi Moriyama Mitsuyuki Maruyama Toshio Kabe Manabu Nakagawa Iwao Hosokai (Outside) Koichi Niihara (Outside)

### Audit and Supervisory Board Members

Junichi Yako (Outside, Full-Time) Tomosaburo Fujita (Full-Time) Ryoji Iwasaki (Full-Time) Kenzo Kaneko (Outside)

(As of June 23, 2017)



# The Finest Service in Japan

ANNUAL REVIEW 2017 Year ended March 31, 2017



# **Message from the President**

# Taking on the Challenge of Achieving Reforms

# Message

It is now three and a half years since Axial Retailing Inc. was inaugurated.

Having positioned "taking on the challenge of achieving reforms" as a management policy for fiscal 2017, the year ended March 31, 2017, the Axial Retailing Group has endeavored to establish a stronger corporate structure.

As a result, full-year operating results for the period hit a record high, attesting to the success of our initiatives aimed at upgrading the Group's entire business foundation.

Looking ahead, we will strive to maximize the effect of the business integration and thereby create a store chain capable of bringing greater benefits to the members of communities in which it operates.

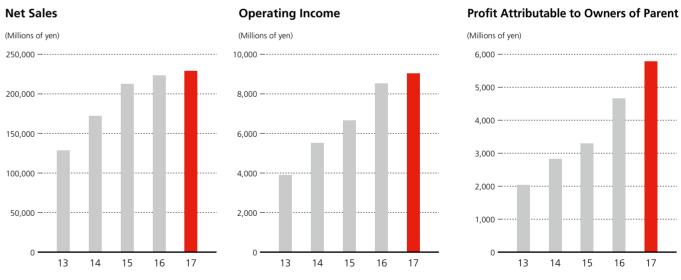
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President Kazuhiko Hara



			Millions of Yen			Thousands of U.S. Dollars
	2017	2016	2015	2014	2013	2017
For the Period:						
Net sales	¥228,900	¥223,710	¥212,611	¥172,393	¥128,479	\$2,040,287
Operating income	9,053	8,544	6,666	5,519	3,901	80,694
Profit attributable to owners of parent	5,784	4,665	3,296	2,830	2,036	51,559
At Year-End:						
Total assets	¥ 95,634	¥ 93,002	¥ 92,557	¥ 88,690	¥ 55,313	\$ 852,429
Total equity	49,790	45,241	41,832	38,800	26,350	443,803
			Yen			U.S. Dollars
Per Share of Common Stock:						
Basic earnings	¥247.80	¥199.84	¥141.21	¥138.71	¥116.29	\$2.21
Dividends paid	68.00	58.00	40.00	38.00	35.00	0.61

Note: The U.S. dollar amounts are provided, for convenience only, at ¥112.19 to \$1, the approximate rate of exchange at March 31, 2017.



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### Performance

### **Overview of Business Operations**

In fiscal 2017, the year ended March 31, 2017, the consolidated business performance of the Axial Retailing Group included net sales of ¥228,900 million, up 2.3% year on year, operating income of ¥9,053 million, up 6.0% year on year. Profit attributable to owners of the parent totaled ¥5,784 million, representing a 24.0% increase compared with the previous fiscal year. Thus, the Group achieved record-high figures in all of the aforementioned four performance indicators.

### **Overview**

Total store traffic at existing stores edged down 0.9% compared with the previous fiscal year, due to a shift in consumer sentiment toward more prudent shopping habits from early fiscal 2017. Moreover, new store openings have resulted in competition between Group stores.

On the other hand, the Group is aware of how customer needs are changing due to the ongoing diversification of lifestyles, with a growing number of shoppers choosing goods based on not on face value but on their own judgments of worth. By endeavoring to reach those customers, Axial Retailing Group has been able to garner a solid reputation as a reliable store chain boasting offerings and services capable of meeting customer needs.

As a result, sales at existing stores rose 0.4% compared with the previous fiscal year.



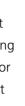
### Merchandising Policy

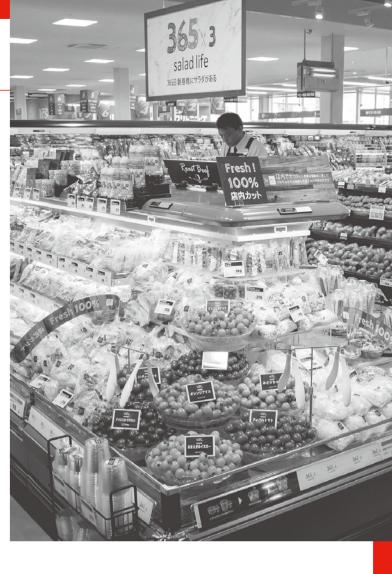
The Group promoted the following four initiatives: 1) developing specialty items that are available only at Group stores; 2) enhancing the strengths of the existing products; 3) selecting the best procurement sources for ingredients; and 4) reshuffling and optimizing product lineups.

In the area of prepared food, the best practices of these initiatives included the development of uniquely flavored yakitori (grilled chicken skewers). At Harashin Narus stores, sales of yakitori topped ¥100 million within one month of introduction. The product's strong showings in this period were thus 2.8 times higher than conventional vakitori sales during the same period of the previous fiscal year, creating a new earnings pillar for these stores.

In addition, we improved our takoyaki (octopus balls) with the aim of delivering high-quality products comparable to those sold at dedicated takoyaki shops. In short, we ensured that every ball is creamy on the inside while boasting bigger chunks of diced octopus and accompanied by newly developed spicy sauce offerings. As a result, first month takoyaki sales reached ¥50 million and, on a year-on-year basis, were 2.5 times higher than sales of similar products prior to the improvement. Furthermore, we expanded the lineup and production







volume of our "Dashi Kaoru" series of prepared food items, which have already won considerable praise from customers for tastiness thanks to our efforts to highlight the natural flavors of ingredients instead of relying on added seasoning.

As for private brand products, we released a new bottled cocoa that sold more than 100.000 units in the first month. This success was thanks to pre-release advertising activities as well as efforts undertaken by store staff, each of whom brought unique ideas for sales expansion and shared best practices with those at other stores.

Consequently, the number of items sold per customer grew 0.7% year on year at existing stores. The figure for the entire store chain was up 0.8% compared with the previous fiscal year. The average value of items sold rose 0.7% year on year at existing stores, while the figure for the entire store chain increased 0.7%.



### **Sales Policy**

Harashin Narus stores have positioned "addressing potential needs" as their policy for fiscal 2017. In line with this policy, these stores are hard at work developing novel sales and service approaches to reach and satisfy customers who have unmet needs by, for example, employing a hypothesis testing method. They also share insights on approaches that have proven effective while rolling them out throughout the Harashin Narus shore chain.

Meanwhile, all FRESSAY stores have been working to systematically ensure that storefront conditions are optimized by time zone. Thanks to these efforts, their storefront sales were up year on year, with the gross profit ratio increasing 0.1 of a percentage point to 25.6%.

### Cost Control

Since the business integration, the Axial Retailing Group has been engaging in across-the-board initiatives to eliminate redundant costs and expenses. For example, Harashin Narus and FRESSAY stores are sharing operating platforms while employing joint procurement schemes. The positive effects of these initiatives have become ever more significant.

Moreover, the recent introduction of an automatic ordering system has led to an improvement in labor

productivity. Also, energy-saving equipment installed as part of our environmental-preservation initiatives has, in turn, helped reduce utility costs.

As a result, the operating income ratio for the supermarket business rose 0.1 of a percentage point to 3.7% compared with the previous fiscal year.

The consolidated operating income ratio increased 0.2 of a percentage point year on year to 4.0%.

### Logistics

We have completed the FRESSAY Maebashi distribution center (September 2016; Maebashi, Gunma Prefecture; Floor space: 9,516 m<sup>2</sup>), thus establishing the Group's fourth major distribution center. We have also upgraded FRESSAY's core information systems.

The aforementioned facility and systems were built applying know-how and expertise we accumulated in the course of operating the Harashin Narus store chain. FRESSAY stores are now equipped with a highly sophisticated logistics platform supporting the chain's distribution network.

In addition, efforts are now under way to enhance coordination between distribution bases, with the aim of optimizing Group operations.

### **Issuer Ratings**

Every fiscal year, Axial Retailing obtains ratings from an independent third-party ratings agency as part of an initiative to ensure robust corporate governance. By doing so, we intend to clearly disclose our creditworthiness to our investors and business partners. We also believe that this initiative helps them better understand the soundness, growth potential and transparency of our business operations.

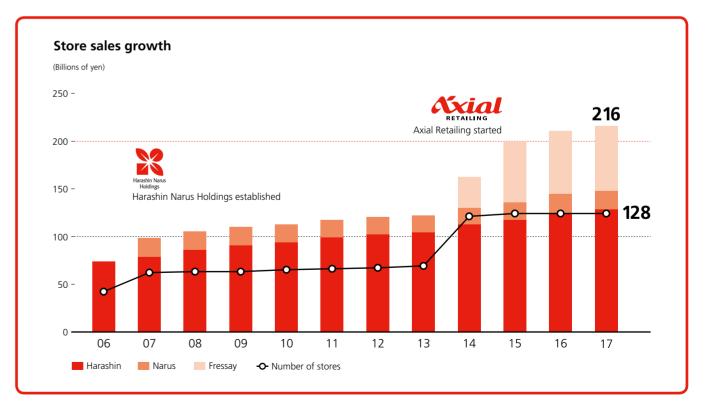
The latest rating for Axial Retailing was "A-" (as of December 2016), which is one step above the "BBB+" rating received in the previous fiscal year.

### **Openings and Closings**

During the fiscal year under review, we opened four stores: FRESSAY Motosoja Omi store (September; Maebashi, Gunma Prefecture; Floor space: 2,228 m<sup>2</sup>), Harashin Hanazono store (October; Nagaoka, Niigata Prefecture; Floor space: 2,097 m<sup>2</sup>), Harashin Nanokamachi store (November; Nagaoka, Niigata Prefecture; Floor space: 2,097 m<sup>2</sup>) and Narus Takada Nishi store (March; Joetsu, Niigata Prefecture; Floor space: 2,161 m<sup>2</sup>).

We undertook renovations at three stores: Harashin Niitsu store (August; Niigata, Niigata Prefecture; Floor space: 2,392 m<sup>2</sup>), Harashin Tokamachi Kita store (September; Tokamachi, Niigata Prefecture; Floor space: 1,888 m<sup>2</sup>) and Harashin Niibo store (February; Nagaoka, Niigata Prefecture; Floor space: 1,917 m<sup>2</sup>).

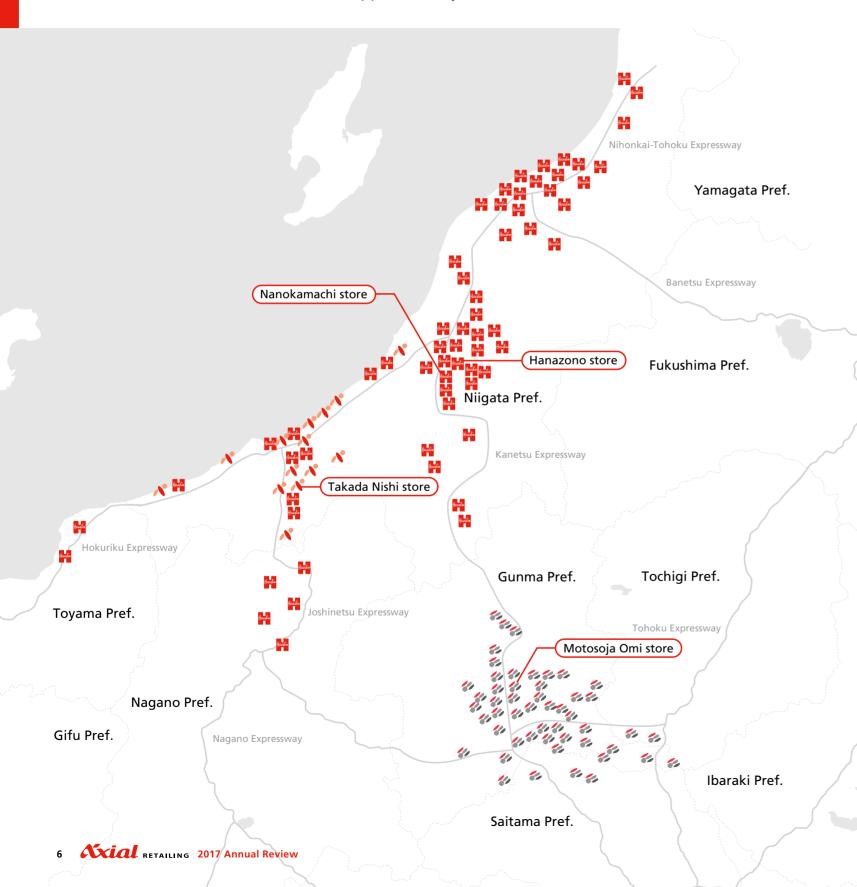
We closed three stores: FRESSAY Otomo store (September; Maebashi, Gunma Prefecture; Floor space: 918 m<sup>2</sup>), Narus Ojima store (November; Nagaoka, Niigata



Prefecture; Floor space: 1,737 m<sup>2</sup>) and Harashin Nishishiro store (March; Joetsu, Niigata Prefecture; Floor space: 1,515m<sup>2</sup>). These closings were decided in conjunction with the openings of the aforementioned three new stores, namely, FRESSAY Motosoja Omi store, Harashin Nanokamachi store and Narus Takada Nishi store, each of which is located in an area adjoining that of a closing store.



The Axial Retailing Group is a regional chain store operator boasting the network of **128 stores** and annual store sales of approximately  $\frac{216}{216}$  billion.



Network

We will bring together management resources held by Harashin Narus and Fressay while preserving the unique strengths of the two store chains. Making a full use of our combined sales capabilities, we will build an even more robust and competitive operating platform as a regional chain store operator.

MARUS 77 stores in Niigata, Nagano and Toyama prefectures Annual store sales:

# **New Concept II+ Sales Policy**

In line with the "New Concept II+" sales policy, Harashin and Narus stores have been developing new products as The "New Concept II+" sales policy succeeds "New Concept II," which was in force for the last five years, and

they strive to offer rewarding and enjoyable shopping experiences and greater convenience to their customers. incorporates new sales strategies focused on reshuffling the product lineup to better adapt to changes in consumers' dietary preferences. Specifically, these strategies are intended to meet demand for products that support hassle-free cooking in light of an increase in the number of households in which families rarely eat together. At the same time, we are giving due consideration to growing health consciousness among customers.

Initiatives under these strategies include the proposal of salad ingredients and recipes (salads are popular side dishes and often accompany all three main daily meals in Japanese households). Alongside fork-ready vegetables, we display a variety of items from an array of relevant product categories ranging from salad toppings to tableware, so that customers can easily choose just what they want and are able to enjoy tasty and healthy handmade dishes as soon as they get home.

In addition, three of the aforementioned new stores, Harashin Hanazono store, Harashin Nanokamachi store and Narus Takada Nishi store, have been specially designed in line with the "New Concept II+" sales policy. Neapolitan pizza, hot and fresh, just out of the oven



stores in Gunma, Tochigi and Saitama prefectures Annual store sales: **68** billion





	Million	Thousands of U.S. Dollars	
ASSETS	2017	2016	2017
CURRENT ASSETS:			
Cash and cash equivalents	¥10,365	¥11,309	\$ 92,386
Short-term investments	2	2	18
Receivables:			
Trade notes and accounts	1,228	1,124	10,946
Allowance for doubtful receivables	(8)	(13)	(70)
Inventories	5,118	4,989	45,618
Deferred tax assets	1,018	987	9,073
Lease investment assets	1,212	1,433	10,803
Prepaid expenses and other current assets	3,956	3,613	35,263
Total current assets	22,891	23,444	204,037
PROPERTY, PLANT AND EQUIPMENT:			
Land	20,630	20,952	183,884
Buildings and structures	66,209	62,093	590,152
Machinery and equipment	3,271	2,839	29,152
Lease assets	6,448	6,934	57,472
Construction in progress	1,302	731	11,603
Other	10,453	9,897	93,176
Total	108,313	103,446	965,439
Accumulated depreciation	(52,204)	(50,525)	(465,313)
Net property, plant and equipment	56,109	52,921	500,126
INVESTMENTS AND OTHER ASSETS: Investment securities Long-term loans receivable	3,622 25	3,323 27	32,283 221
Intangible assets	1,950	1,846	17,382
Lease and guarantee deposits	7,809	7,928	69,602
Deferred tax assets	2,153	2,419	19,192
Other asset	1,109	1,128	9,891
Allowance for doubtful accounts	(34)	(34)	(305)
Total investments and other assets	16,634	16,637	148,266
	10,054	10,007	140,200
		¥93,002	\$852,429

	Million	s of Yen	Thousands of U.S. Dollars
LIABILITIES AND EQUITY	2017	2016	2017
CURRENT LIABILITIES:			
Short-term loans payable	¥ 500	¥ 1,000	\$ 4,457
Current portion of long-term loans payable and lease obligations	4,395	4,111	39,172
Payables:			
Trade	14,336	14,251	127,781
Other	1,915	1,790	17,066
Income taxes payable	1,502	1,883	13,386
Accrued expenses	5,239	4,795	46,695
Other current liabilities	1,876	2,074	16,729
Total current liabilities	29,763	29,904	265,286
Lease obligations Net defined benefit liability Director's retirement benefits Asset retirement obligations Long-term lease and guarantee deposited Other	3,542 388 39 4,992 5,145 235	3,771 439 35 4,842 5,098 254	31,568 3,462 345 44,493 45,858 2,107
Total long-term liabilities	16,081	17,857	143,340
EQUITY: SHAREHOLDERS' EQUITY: Common stock Authorized— 38,000,000 shares Issued— 23,388,039 shares in 2017 and 23,388,039 shares in 2016 Capital surplus	3,160 15,749	3,160 15,749	28,164 140,382
Retained earnings	29,304	24,990	261,201

Issued— 23,388,039 shares in 2017 and 23,388,039 shares in 2016	3,160	3,160	28,164
Capital surplus	15,749	15,749	140,382
Retained earnings	29,304	24,990	261,201
Treasury shares, at cost— 45,359 shares in 2017 and 44,967 shares in 2016	(58)	(56)	(520)
Total shareholders' equity	48,155	43,843	429,227
ACCUMULATED OTHER COMPREHENSIVE INCOME:			
Valuation difference on available-for-sale securities	1,569	1,357	13,987
Remeasurements of defined benefit plans	66	41	589
Total accumulated other comprehensive income	1,635	1,398	14,576
Total equity	49,790	45,241	443,803
TOTAL LIABILITIES AND EQUITY	¥95,634	¥93,002	\$852,429

# Consolidated Statements of Income Years Ended March 31, 2017 and 2016

	Million	s of Yen	Thousands of U.S. Dollars
	2017	2016	2017
NET SALES	¥228,900	¥223,710	\$2,040,287
COST OF SALES	166,085	162,366	1,480,389
GROSS PROFIT	62,815	61,344	559,898
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	53,762	52,800	479,204
OPERATING INCOME	9,053	8,544	80,694
OTHER INCOME (EXPENSES):			
Interest and dividends	106	113	944
Interest expense	(104)	(128)	(931)
Other—net	(521)	(1,086)	(4,641)
Total other income (expenses)	(519)	(1,101)	(4,628)
PROFIT BEFORE INCOME TAXES	8,534	7,443	76,066
INCOME TAXES:			
Current	2,619	3,062	23,346
Deferred	131	(284)	1,161
Total income taxes	2,750	2,778	24,507
PROFIT	5,784	4,665	51,559
Profit attributable to non-controlling interests			
PROFIT ATTRIBUTABLE TO OWNERS OF PARENT	¥ 5,784	¥ 4,665	\$ 51,559

	Ye	n	U.9	5. Dollars
PER SHARE OF COMMON STOCK:				
Basic earnings	¥ 247.80	¥ 199.84	\$	2.21
Dividends paid	68.00	58.00		0.61

# Axial Retailing Inc. and Consolidated Subsidiaries Consolidated Statements of Comprehensive Income Years Ended March 31, 2017 and 2016

	Millions of Yen		Thousands of U.S. Dollars
	2017	2016	2017
PROFIT	¥5,784	¥4,665	\$51,559
OTHER COMPREHENSIVE INCOME			
Valuation difference on available for sale securities, net of tax	212	(278)	1,891
Remeasurements of defined benefit plans, net of tax	25	(44)	222
Total other comprehensive Income	237	(322)	2,113
COMPREHENSIVE INCOME	¥6,021	¥4,343	\$53,672
COMPREHENSIVE INCOME ATTRIBUTABLE TO:			
Owners of parent	¥6,021	¥4,343	\$53,672

# Consolidated Statements of Changes in Equity Years Ended March 31, 2017 and 2016

				Millions of Yen			
	Common Stock	Capital Surplus	Retained Earnings	Treasury shares	Valuation difference on available-for- sale securities	Remeasurements of defined benefit plans	Total Equity
BALANCE, MARCH 31, 2015	¥3,160	¥15,749	¥21,259	¥(56)	¥1,635	¥85	¥41,832
Profit attributable to owners of parent			4,665				4,665
Dividends of surplus			(934)				(934)
Net disposal (purchase) of treasury shares				(0)			(0)
Net changes of items other than shareholders' equity					(278)	(44)	(322)
BALANCE, MARCH 31, 2016	¥3,160	¥15,749	¥24,990	¥(56)	¥1,357	¥41	¥45,241
Profit attributable to owners of parent			5,784				5,784
Dividends of surplus			(1,470)				(1,470)
Net disposal (purchase) of treasury shares				(2)			(2)
Net changes of items other than shareholders' equity					212	25	237
BALANCE, MARCH 31, 2017	¥3,160	¥15,749	¥29,304	¥(58)	¥1,569	¥66	¥49,790

	Thousands of U.S. Dollars						
	Common Stock	Capital Surplus	Retained Earnings	Treasury shares	Valuation difference on available-for- sale securities	Remeasurements of defined benefit plans	Total Equity
BALANCE, MARCH 31, 2016	\$28,164	\$140,382	\$222,751	\$(506)	\$12,096	\$367	\$403,254
Profit attributable to owners of parent			51,559				51,559
Dividends of surplus			(13,109)				(13,109)
Net disposal (purchase) of treasury shares				(14)			(14)
Net changes of items other than shareholders' equity					1,891	222	2,113
BALANCE, MARCH 31, 2017	\$28,164	\$140,382	\$261,201	\$(520)	\$13,987	\$589	\$443,803



## Consolidated Statements of Cash Flows Years Ended March 31, 2017 and 2016

	Millions	of Yen	Thousands of U.S. Dollars
	2017	2016	2017
OPERATING ACTIVITIES:			
Profit before income taxes	¥ 8,534	¥ 7,443	\$ 76,066
Adjustments for:			
Income taxes paid	(3,340)	(2,725)	(29,773)
Depreciation and amortization	4,065	3,771	36,234
Impairment loss	641	1,162	5,716
Increase (Decrease) in allowance for doubtful receivables	(5)	(2)	(42)
Loss (Gain) on sales and retirement of non-current assets—net	10	30	87
Increase (Decrease) in net defined benefit liability	(15)	(31)	(132)
Loss (Gain) on sales of investments in securities	0		5
Changes in assets and liabilities:			
Decrease (Increase) in interest and dividends receivable	(60)	(68)	(536)
Increase (Decrease) in interest payable	17	19	149
Decrease (Increase) in trade notes and accounts receivables	(104)	(54)	(928)
Decrease (Increase) in inventories	(129)	(96)	(1,144)
Increase (Decrease) in trade notes payables	85	858	757
Decrease (Increase) in lease investment assets	221	242	1,974
Other—net	163	(470)	1,444
Net cash provided by operating activities	10,083	10,079	89,877
INVESTING ACTIVITIES: Purchase of property, plant and equipment	(7,560)	(6,350)	(67,389)
Proceeds from sales of property, plant and equipment	506	172	4,508
Proceeds from investments in securities	5		47
Decrease (Increase) lease and guarantee deposit—net	179	414	1,600
Other—net	(308)	(377)	(2,747)
Net cash used in investing activities	(7,178)	(6,141)	(63,981)
FINANCING ACTIVITIES:			
Increase (Decrease) in short-term loans payable—net	(500)	1,000	(4,457)
Proceeds from long-term loans payable	3,000	150	26,740
Repayments of long-term loans payable	(4,348)	(4,906)	(38,759)
Proceeds from sales and leasebacks		381	
Repayments of lease obligations	(530)	(529)	(4,725)
Purchase of treasury shares	(2)	(1)	(13)
Cash dividends paid	(1,469)	(934)	(13,095)
Net cash used in financing activities	(3,849)	(4,839)	(34,309)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(944)	(901)	(8,413)
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	11,309	12,210	100,799
CASH AND CASH EQUIVALENTS, END OF YEAR	¥10,365	¥11,309	\$ 92,386

# **Group Management Philosophy**

# "We will provide customers with daily necessities at reasonable prices, thereby helping them enjoy affluent lives".



# **Shareholders' Information**

Capital	Stock
¥3,160	million

### **Common Stock**

Authorized: 38,000,000 shares Issued: 23,388,039 shares Outstanding (excluding treasury shares): 23,342,680 shares

### Stock Exchange Listing

Tokyo Stock Exchange, First Section Listing Date: March 2007 Code: 8255

### **Transfer Agent and Registrar**

Mitsubishi UFJ Trust and Banking Corporation 1-4-5, Marunouchi, Chiyoda-ku, Tokyo 100-8212, Japan

Number of Shareholders 7,484

### 1 Provide top-level services in Japan

We will relentlessly enhance the level of our services to ensure customer satisfaction. To this end, we will uphold our basic service policies while maintaining an awareness that our customers always have the final say.

### 2 Develop 200 SSMs\*

We will form an extensive store chain, with each outlet having optimal floor space, while better leveraging the merits of scale to bring benefits to customers.

\* SSM: Super supermarket, an outlet that has floor space amounting to 500-800 tsubo (approximately 1,650–2,650m<sup>2</sup>)

### 3 Win the trust of stakeholders

We will foster a customer-oriented corporate culture to maintain the trust of those who use our stores regularly, as well as residents of communities where we operate, and all other stakeholders surrounding the Axial Retailing Group.

### **Major Shareholders**

(As of March 31, 2017)

Name	Number of Shares (Thousands)	Shareholding Ratio (%)
Kazuhiko Hara	1,251	5.4
New Sunlife Co.,Ltd.	884	3.8
Nobuhiro Hara	846	3.6
The Daishi Bank, Ltd.	835	3.6
The Shoko Chukin Bank, Ltd.	728	3.1
Axial Group Employees' Stockholding	515	2.2
Takeyuki Ueki	507	2.2
Japan Trustee Service Bank, Ltd. (Trust Account 4)	498	2.1
Toshio Ueki	438	1.9
Japan Trustee Service Bank, Ltd. (Trust Account )	424	1.8

\* Shareholding ratio is calculated on the outstanding shares.

### Distribution of Shareholders (%)

Individuals and others	40.7
Other domestic corporations	23.5
Financial institutions	28.2
Securities corporations	0.8
Foreign corporations	6.8