## 1. Basis of Presenting the Consolidated Financial Statements

The accompanying consolidated financial statements of THE NIPPON ROAD CO., LTD. (the "Company") and its consolidated subsidiaries (hereinafter referred to collectively as the "Companies") are prepared on the basis of accounting principles generally accepted in Japan, which are different in certain respects as to application and disclosure requirements from International Financial Reporting Standards, and are compiled from the consolidated financial statements prepared by the Company as required by the Securities and Exchange Law of Japan.

Certain items presented in the consolidated financial statements submitted to the Director of Kanto Finance Bureau in Japan have been reclassified for the convenience of readers outside Japan.

The consolidated financial statements are not intended to present the consolidated financial position, results of operations and cash flows in accordance with accounting principles and practices generally accepted in countries and jurisdictions other than Japan.

#### 2. Summary of Significant Accounting Policies

#### (1) Principles of Consolidation

At March 31, 2017, the consolidated financial statements included the accounts of the Company and its 41 (41 at March 31, 2016) subsidiaries (38 domestic subsidiaries and 3 overseas subsidiaries). During the year ended March 31, 2017, one subsidiary were excluded from the consolidation due to a liquidation. All assets and liabilities of consolidated subsidiaries were revalued to fair market value as of the date of establishment of control. Any difference between the cost of an investment in a subsidiary and the amount of underlying equity in the net assets of the subsidiary, if any at the date of establishment of control, were expensed when incurred, as any such difference was insignificant. All significant intercompany accounts and transactions have been eliminated in consolidation.

The unconsolidated subsidiaries and affiliates did not have a material effect on the consolidated financial statements of the Companies and therefore they were excluded from consolidation. They were not accounted for using the equity method for the reason described above.

Overseas consolidated subsidiaries adopted accounting principles generally accepted in their respective countries and no adjustments were made to their financial statements in consolidation, as allowed under accounting principles and practices generally accepted in Japan. In addition, the financial statements of three overseas subsidiaries (Nippon Road (M) Sdn. Bhd., Thai Nippon Road Co., Ltd. and Thai Nippon Holding Ltd.) were prepared on a calendar-year basis. Significant transactions that occurred between January 1 and March 31 were reflected in the accompanying consolidated financial statements.

## (2) Valuation of Securities

Securities held by the Companies are classified into two categories:

a) Held-to-maturity debt securities that the Companies intend to hold to maturity are stated at cost after accounting for any premium or discount on acquisition, which is amortized over the period to maturity.

b) Marketable equity securities for which market quotations are available are stated at fair value. Net unrealized gains and losses, net of the related tax effect, on these securities are reported as a separate component of "Shareholders' Equity".

Non-marketable equity securities for which it is not practicable to estimate the fair value because of lack of market prices and difficulty in estimating fair value without incurring excessive cost are valued at cost, cost being determined by the moving average method.

For the years ended March 31, 2017 and 2016

## (3) Inventory Valuation

Inventories are classified into three categories:

- a) Merchandise and b) the cost of uncompleted construction contracts, are valued at cost as determined by the job order costing method. (The balance sheet amounts of the inventories are calculated at the reduced book values reflecting potential decline in profitability.)
- c) Raw materials are valued at cost as determined by the moving average method. (The balance sheet amounts of the inventories are calculated at the reduced book values reflecting potential decline in profitability.)

## (4) Tangible Fixed Assets

Tangible fixed assets of the Company and its domestic subsidiaries, excluding leased assets, are principally depreciated using the declining-balance method over the estimated useful lives of the assets. However, the straight-line method has been applied to buildings, excluding building fixtures, acquired after April 1, 1998, and building fixtures and structures acquired after April 1, 2016, over the estimated useful lives of the assets.

Leased assets are depreciated using the straight-line method over the lease term.

Tangible fixed assets of overseas subsidiaries are principally depreciated using the straight-line method over the estimated useful lives of the assets.

Normal repairs and maintenance, including minor renewals and improvements, are charged to expense as incurred.

Estimated useful lives range from 3 to 50 years for buildings and structures, and from 2 to 20 years for machinery, equipment, and leased assets.

## (5) Intangible Assets

Amortization of intangible assets and long-term prepaid expenses included in "Other investments" are computed using the straight-line method, over the estimated useful lives.

Software for internal use is amortized over the expected useful life of the software (5 years) on a straight-line basis.

## Notes to the Consolidated Financial Statements

For the years ended March 31, 2017 and 2016

## (6) Reserves and Allowances

#### (i) Allowance for doubtful accounts

The Company and its domestic subsidiaries provide an allowance for doubtful accounts based on a historical default ratio, in addition to the amount of potential losses from uncollectible receivables based on management's estimate.

The foreign consolidated subsidiaries provide for potential losses from uncollectible receivables based on management's estimate.

(ii) Warranty provision for completed construction contracts

A warranty reserve for completed construction contracts is provided at an estimated amount, based on the actual level of defects and the related warranty costs specified in the completed construction contracts.

(iii) Provision for loss on construction contracts

The Company provides a reasonable estimated amount for future loss on construction contracts outstanding at the year-end.

(iv) Accrued bonus to directors and statutory auditors

To prepare for payment of bonuses to directors and statutory auditors, a reserve for bonus is provided based on the estimated amount of bonus to be paid.

(v) Allowance for loss related to Anti-Monopoly Act

To prepare for payments related to the Anti-Monopoly Act for items such as surcharges and breach of contract, the Company provides for possible loss to be incurred in the future based on facts and circumstances known as of the balance sheet date.

## (7) Method for Accounting for Retirement Benefits

(i) Method of attributing expected retirement benefits to periods

When calculating retirement benefit obligations, the benefit formula method was used for attributing expected retirement benefits for the periods through March 31, 2017.

(ii) Method of expenses for actuarial differences and prior service costs

Unrecognized prior service costs are amortized on a straight-line basis over 12 years from the year in which they occur.

Unrecognized actuarial differences are amortized on a straight-line basis over 12 years from the next year in which they occur.

## (8) Translation of Foreign Currency

All monetary assets and liabilities denominated in foreign currencies, whether long-term or short-term, are translated into Japanese yen at the exchange rate prevailing at the balance sheet date. Resulting gains and losses are included in net income or loss for the period.

For the years ended March 31, 2017 and 2016

Assets and liabilities of the foreign subsidiaries and affiliates are translated into Japanese yen at the exchange rate prevailing at the balance sheet date. Shareholders' equity at the beginning of the year is translated into Japanese yen at the historical rate. Profit and loss accounts for the year are translated into Japanese yen using the average exchange rate prevailing for the year. Differences in yen amounts arising from the use of different rates are presented as "foreign currency translation adjustments" in the shareholders' equity.

## (9) Revenue Recognition

## (i) Construction Contracts

The Company and its domestic consolidated subsidiaries recognize construction contract revenue using the percentage-of-completion method if the outcome of the construction activity is certain during the course of activity, otherwise using the completed contract method.

#### (ii) Revenue from finance lease transactions

Lease fees are recognized in sales and cost of sales at time of receipt.

## (10) Hedge Accounting

The derivatives designated as hedging instruments by the Companies are principally interest rate swaps.

The Companies have a policy to utilize hedging instruments in order to reduce the Companies' risk of fluctuations in interest rates. Therefore, the Companies' purchases of hedging instruments are limited to, at maximum, the amounts of the hedged items.

Unrealized gains or losses from changes in the fair value of the derivatives designated as "hedging instruments" are deferred as an asset or liability until gains on losses relating to the hedge items are recognized. However, interest rate swaps, if they meet the conditions for hedge accounting and their nominal amount, terms of interest and contract period are substantially the same as those of hedged items, are not valued at fair value, but are accrued net of the swap interest paid and received.

The Companies evaluate the effectiveness of their hedging activities, except for interest rate swaps which meet the conditions described above, with reference to the correlation between fluctuation in the market value of hedged items and hedging instruments accumulated from the commencement of the hedges.

## (11) Cash and Cash Equivalents

Cash and cash equivalents in the consolidated statements of cash flows are composed of cash on hand, bank deposits capable of being withdrawn on demand and short-term investments with an original maturity of three months or less and which represent a minor risk of fluctuations in value.

## (12) Accounting for Consumption Tax

Consumption tax is imposed at the flat rate of 8% on all domestic consumption of goods and services (with certain exemptions).

The consumption tax withheld upon sale and consumption tax paid by the Companies on their purchases of goods and services are not included in the amounts of respective revenue and cost or expense items in the accompanying consolidated statements of income. The consumption tax withheld and consumption tax paid is recorded as assets or liabilities and the net balance is included in "Accounts payable - other" in the consolidated balance sheets.

## (13) Income Taxes

Income taxes of the Company and its domestic subsidiaries consist of corporate income taxes, local inhabitant taxes and enterprise taxes.

The Company and its subsidiaries adopt deferred tax accounting in accordance with the amended regulations for the preparation of consolidated financial statements. Deferred income taxes are determined using the asset and liability approach, whereby deferred tax assets and liabilities are recognized in respect of temporary differences between the tax basis of assets and liabilities and those as reported in the consolidated financial statements.

## (14) Appropriation of Retained Earnings

Until the year ended March 31, 2006, under the Japanese Commercial Code and the Articles of Incorporation of the Company, the appropriation of retained earnings proposed by the Board of Directors was subject to approval by the shareholders at a meeting, which must be held within three months of the end of each financial year. The appropriations of retained earnings reflected in the accompanying consolidated financial statements included the results of such appropriations applicable to the immediately preceding financial year as approved at the shareholders' meeting and effected during the relevant year. Dividends were paid to shareholders on the shareholders' register as of the end of each financial year. As was customary practice in Japan, the payment of bonuses to directors and corporate auditors was made out of retained earnings through an appropriation, instead of being charged to the expense of the year.

The Japanese Commercial Code provided that interim cash dividends may be paid as a part of the annual dividend upon approval by the Board of Directors. The Company did not pay such interim dividends to its shareholders.

Effective from May 1, 2007, under the Japanese Corporate Law, such cash dividends are able to be made at any time by resolution of the shareholders or by the Board of Directors if certain conditions are met.

1 of the years ended march 51, 2017 and 20

## (15) Legal Reserves

Under the Japanese Corporate Law, the entire amount of the issue price of shares is required to be accounted for as common stock, although a company may, by resolution of its Board of Directors, account for an amount not exceeding one-half of the issue price of the new shares as additional paid-in capital.

The Japanese Corporate Law requires that an amount equal to at least 10% of cash dividends and other cash appropriations are appropriated and set aside as legal reserve until the total amount of legal reserve and additional paid-in capital equals 25% of common stock. The legal reserve and additional paid-in capital may be used to eliminate or reduce a deficit by resolution of the shareholders' meeting or may be capitalized by resolution of the Board of Directors. If the total amount of the legal reserve and additional paid-in capital remains equal to or exceeds 25% of common stock, the legal reserve and additional paid-in capital are available for dividends by resolution of the shareholders' meeting. In the accompanying financial statements, the legal reserve is included in retained earnings and additional paid-in capital is included in capital surplus.

The maximum amount the Company can distribute as dividends is calculated based on the unconsolidated financial statements of the Company in accordance with the Japanese Corporate Law.

## 3. United States Dollar Amounts

Amounts in U.S. dollars are included solely for the convenience of readers outside Japan. The rate of \$112.20=U.S. \$1, the approximate rate of exchange prevailing at March 31, 2017 has been used in translation. The inclusion of such amounts is not intended to imply that Japanese yen have been or could be readily converted, realized or settled in U.S. dollars at this rate or any other rates.

#### 4. Changes in Accounting Policies, Presentation of Financial Statements and Additional Information

(Application of Practical Solution on a Change in Depreciation Method due to Tax Reform 2016)

Following revisions to the Corporation Tax Act of Japan, the Company has adopted the "Practical Solution on a Change in Depreciation Method due to Tax Reform 2016" (Accounting Standards Board of Japan (ASBJ) Practical Issues Task Force (PITF) No. 32, June 17, 2016) from the fiscal year ended March 31, 2017 and changed the method for the depreciation of facilities attached to the buildings and structures acquired on or after April 1, 2016, from the declining-balance method to the straight-line method.

The effect of this change on the consolidated financial statements is insignificant.

(Change in Presentation of the Consolidated Balance Sheet)

"Electronically Recorded Monetary Claims", which was included in "Notes Receivable, Accounts Receivable from Completed Construction Contracts and Other" of Current Assets in the fiscal year ended March 31, 2016 is presented individually from the fiscal year ended March 31, 2017 due to an increase in materiality. In line with this change in presentation, the Consolidated Balance Sheets of as of March 31, 2016 has been reclassified.

As a result of the reclassification, 55,579 million yen presented as "Notes Receivable, Accounts Receivable from Completed Construction Contracts and Other" has been reclassified as "Notes Receivable, Accounts Receivable from Completed Construction Contracts and Other" of 55,215 million yen and "Electronically Recorded Monetary Claims" of 364 million yen.

(Adoption of Implementation Guidance on Recoverability of Deferred Tax Assets)

Implementation Guidance on Recoverability of Deferred Tax Assets (ASBJ Guidance No. 26, March 28, 2016) has been adopted from the fiscal year ended March 31, 2017.

## 5. Notes to the Consolidated Balance Sheets

(1) Investments of the Company in equity securities issued by unconsolidated subsidiaries and affiliates

	Millions	s of yen	Thousands of U.S. dollars (Note 3)	
March 31	2017	2016	2017	
Investment securities (corporate stock)	¥174	¥154	\$1,548	

## (2) Pledged Assets

For the loans payable of the business company of the PFI business that we finance, the Company provided a collateral.

The assets pledged as collateral are as follows:

	Millions	Thousands of U.S. dollars (Note 3)	
March 31	2017	2016	2017
Short-term Loans			
(Current Assets "Other")	¥24	¥23	\$212
Investment securities	50	49	441
Long-term Loans			
(Investments and Other Assets "Other")	186	210	1,658
	¥260	¥282	\$2,311

The business securities deposits pledged as collateral under the Building Lots and Buildings Transaction Business Act Laws are as follows:

	Millions	s of yen	Thousands of U.S. dollars (Note 3) 2017	
March 31	2017	2016		
Investment securities	¥45	¥45	\$401	

## (3) Commitments

The Company had a total of ¥4,300 million (\$38,324 thousand) of overdraft contracts and credit lines from two banks to facilitate the availability of efficient funds as of March 31, 2017 and 2016, respectively. The unutilized portion was ¥4,300 million (\$38,324 thousand) as of March 31, 2017 and 2016, respectively.

## (4) Provision for loss on construction contracts

Provision for loss on construction contracts is provided for the amount equivalent to cover future loss by evaluating individual construction from which loss is expected and reasonably estimated. Cost of contracts in progress and provision account in relation to the construction works, which the expected loss becomes probable are represented in current assets and liabilities, respectively without netting.

Among cost of contracts in progress, the aggregate amount corresponding to provision for loss on construction contracts is ¥0 million and nil at March 31, 2017 and 2016, respectively.

Provision for loss on construction contracts, which were included in cost of sales for completed construction contracts, amounted to ¥28 million (\$247 thousand) and ¥67 million for the years ended March 31, 2017 and 2016, respectively.

## 6. Notes to the Consolidated Statements of Income

(1) The major components of "Selling, General and Administrative Expenses"

	Millions of	Thousands of U.S. dollars (Note 3)	
For the year ended March 31	2017	2016	2017
Employees' salaries and allowances	¥4,697	¥4,667	\$41,863
Net periodic pension expense	134	101	1,196
Accrued bonus to directors	65	67	576
Provision of allowance for doubtful accounts	44	52	387

## (2) Research and Development Expenses

Research and development expenses, which were included in general and administrative expenses, amounted to \$463 million (\$4,122 thousand) for the year ended March 31, 2017 and \$452 million for the year ended March 31, 2016.

## (3) Components of gain on sale of tangible fixed assets

	Millions of	Thousands of U.S. dollars (Note 3)	
For the year ended March 31	2017	2016	2017
Machinery and equipment	¥42	¥22	\$378
Others	5	1	40
	¥47	¥23	\$418

## (4) Components of loss on disposal of tangible fixed assets

	Millions o	Thousands of U.S. dollars (Note 3)		
For the year ended March 31	2017	2016	2017	
Buildings	¥57	¥40	\$509	
Machinery and equipment	30	44	266	
Leasehold right	-	-	-	
Others	21	12	186	
	¥108	¥96	\$961	

## Notes to the Consolidated Financial Statements

For the years ended March 31, 2017 and 2016

## (5) Impairment loss on tangible fixed assets

For the year ended March 31, 2017, the Companies recognized an impairment loss for the following

group of assets:				
Location	Use	Category	Millions of yen	Thousand of
				U.S. dollars (Note 3)
Kochi Prefecture	Assets used for business	Land	52	467
Nagano Prefecture	Assets used for business	Buildings	29	261
Nagano Freiecture	Assets used for busiless	Others	9	79
Hokkaido	Assets used for business	Land	12	107
Hokkaido	Assets used for business	Buildings	3	31
Поккацо	Assets used for busiless	Others	2	11
Hokkaido	Assets used for business	Land	40	354
Поккащо	Assets used for busiless	Others	6	52
Total			¥153	\$1,362

The Companies assessed impairment for each group of assets, which were grouped on the basis of managerial accounting, branch and segment, and for idle assets, individually.

As a result of a worsening operating profitability, the Companies reduced the book value of the above assets used for business to the recoverable value and recorded the reduction as an impairment loss of \$153 million (\$1,362 thousand) under extraordinary losses.

The recoverable value was measured by the higher of its fair value less costs of disposal and its value in use. The discount rate of 1.7% was used to calculate the present value of the future cash flows. The fair value of land was based on the assessed value or appraisal value of the land less estimated disposal costs. The value in use is based on the present value of future cash flows expected to be derived from an asset or cash-generating unit.

For the year ended March 31, 2016, the Companies recognized an impairment loss for the following group of assets:

Location	Use	Category	Millions of yen
		Buildings	24
Nagano Prefecture	Assets used for business	Land	16
		Others	8
Total			¥48

The Companies assessed impairment for each group of assets, which were grouped on the basis of managerial accounting, branch and segment, and for idle assets, individually.

As a result of a worsening operating profitability, the Companies reduced the book value of the above assets used for business to the recoverable value and recorded the reduction as an impairment loss of ¥48 million under extraordinary losses.

## Notes to the Consolidated Financial Statements

For the years ended March 31, 2017 and 2016

The recoverable value was measured by the higher of its fair value less costs of disposal and its value in use. The discount rate of 2.6% was used to calculate the present value of the future cash flows. The fair value of land was based on the assessed value or appraisal value of the land less estimated disposal costs. The value in use is based on the present value of future cash flows expected to be derived from an asset or cash-generating unit.

## 7. Other Comprehensive Income

The following table presents reclassification adjustments and tax effects allocated to each component of other comprehensive income for the years ended March 31, 2017 and 2016.

Thousands of

	Millions o	Millions of yen			
For the year ended March 31	2017	2016	(Note 3) 2017		
Valuation difference on available-for-sale securities:					
Amount recognized in the period	¥605	¥427	\$5,393		
Amount of recycling			-		
Before income tax effect adjustment	¥605	¥427	\$5,393		
Amount of income tax effect.	(186)	(40)	(1,654)		
Valuation difference on available-for-sale					
securities	¥419	¥387	\$3,739		
Foreign currency translation adjustments:					
Amount recognized in the period	(89)	98	(795)		
Retirement benefits liability adjustments:					
Amount arising during the year	(96)	(312)	(861)		
Reclassification adjustments for gains and losses					
included in net income	33	(57)	295		
Amount before tax effect	(63)	(369)	(566)		
Tax effect	19	107	173		
Retirement benefits liability adjustments	(44)	(262)	(392)		
Total other comprehensive income	¥286	¥223	\$2,552		

## 8. Notes to the Consolidated Statements of Changes in Net Assets

#### For the year ended March 31, 2017

## (1) Type and number of outstanding shares

	Thousands of shares						
Type of shares	Balance at March 31, 2016	Increase in shares during the year	Decrease in shares during the year	Balance at March 31, 2017			
Issued stock:							
Common stock	97,616	-	-	97,616			
Treasury stock:							
Common stock	9,697	4	-	9,701			

## Notes to the Consolidated Financial Statements

For the years ended March 31, 2017 and 2016

### (2) Dividends

## (i) Dividends paid to shareholders

Resolution	Type of shares	Amount (Millions of yen)	Amount (Thousands of US dollars)	Resources	Amount per share (Yen)	Amount per share (US dollars)	Shareholders' cut-off date	Effective date
Board of directors (May 13, 2016)	Common stock	¥1,495	\$13,321	Retained earnings	¥17	\$0.15	March 31, 2016	June 8,2016

## (ii) Dividends with a shareholders' cut-off date during the current fiscal year but an effective date

## subsequent to the current fiscal year

Resolution	Type of shares	Amount (Millions of yen)	Amount (Thousands of US dollars)	Resources	Amount per share (Yen)	Amount per share (US dollars)	Shareholders' cut-off date	Effective date
Board of directors (May 15, 2017)	Common stock	¥1,318	\$11,753	Retained earnings	¥15	\$0.13	March 31, 2017	June 8, 2017

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

(1) Type and number of outstanding shares

	Thousands of shares						
Type of shares	Balance at March 31, 2015	Increase in shares during the year	Decrease in shares during the year	Balance at March 31, 2016			
Issued stock:							
Common stock	97,616	-	-	97,616			
Treasury stock:							
Common stock	9,629	68	-	9,697			

## (2) Dividends

### (i) Dividends paid to shareholders

Resolution	Type of shares	Amount (Millions of yen)	Amount (Thousands of US dollars)	Resources	Amount per share (Yen)	Amount per share (US dollars)	Shareholders' cut-off date	Effective date
Board of directors (May 15, 2015)	Common stock	¥2,200	\$19,520	Retained earnings	¥25	\$0.21	March 31, 2015	June 8, 2015

## (ii) Dividends with a shareholders' cut-off date during the current fiscal year but an effective date

### subsequent to the current fiscal year

Resolution	Type of shares	Amount (Millions of yen)	Amount (Thousands of US dollars)	Resources	Amount per share (Yen)	Amount per share (US dollars)	Shareholders' cut-off date	Effective date
Board of directors (May 13, 2016)	Common stock	¥1,495	\$13,263	Retained earnings	¥17	\$0.15	March 31, 2016	June 8, 2016

## 9. Notes to the Consolidated Statements of Cash Flows

Cash and Cash Equivalents at March 31, 2017 and 2016 consisted of:

	Millions	Thousands of U.S. dollars (Note 3)	
March 31	2017	2016	2017
Cash and deposits	¥25,349	¥23,699	\$225,930
Certificates of deposit (Short-term investment			
securities)	11,000	11,000	98,039
Cash and cash equivalents	¥36,349	¥34,699	\$323,969

## 10. Leases

Information regarding finance leases as lessor for the years ended March 31, 2017 and March 31, 2016 were as follows:

## (1) Details of Lease investment assets

Current assets

	Millions of	Thousands of U.S. dollars (Note 3)	
March 31	2017	2016	2017
Lease receivables	¥6,993	¥6,756	\$62,327
Estimated salvage value	992	886	8,837
Receipt interest equivalent value	(490)	(497)	(4,368)
Lease investment assets	¥7,495	¥7,145	\$66,796

(2) The receiving schedule after April 1, 2017 and April 1, 2016 of lease receivables and investment assets was as follows:

Lease receivables (Current assets)

	Millions of	Thousands of U.S. dollars (Note 3)	
March 31	2017	2016	2017
Due within one year	¥1	¥2	\$7
Due after one to two years	-	1	-
Due after two to three years	-	0	-
Due after three to four years	-	-	-
Due after four to five years	-	-	-
Due after five years	-	-	-

## Notes to the Consolidated Financial Statements

For the years ended March 31, 2017 and 2016

## Lease investment assets (Current assets)

	Millions	Thousands of U.S. dollars (Note 3)	
March 31	2017	2016	2017
Due within one year	¥2,369	¥2,229	\$21,113
Due after one to two years	1,921	1,822	17,127
Due after two to three years	1,378	1,372	12,280
Due after three to four years	859	849	7,655
Due after four to five years	376	360	3,351
Due after five years	90	124	801

Information regarding operating lease transactions for the years ended March 31, 2017 and March 31, 2016 were as follows:

Future minimum lease payments on noncancellable leases

	Millions o	Thousands of U.S. dollars (Note 3)	
March 31	2017	2016	2017
Due within one year	¥826	¥686	\$7,366
Due over one year	920	753	8,197
	¥1,746	¥1,439	\$15,563

## **11. Financial Instruments**

- (1) Status of Financial Instruments
- (i) Policy regarding financial instruments

The Companies limit the scope of its cash and fund management activities to short-term deposits, and have a policy of relying principally on bank borrowings.

The Companies utilize hedging instruments in order to reduce the companies' risk of fluctuations in interest rates, and have a policy of not engaging in derivative transactions for speculative purposes.

## (ii) Type of financial instruments and related risk

In the course of its business activities, the Companies are exposed to credit risk arising from notes receivable, accounts receivable from construction contracts, electronically recorded monetary claims and other that are outstanding from its customers.

The Companies are exposed to market price risk for short-term investment securities and investment securities because of short-term maturities, commercial papers, held-to-maturity debt securities and stocks of other companies with which the Companies have business relationship.

In the course of its business activities, the Companies notes payable, accounts payable for construction contracts and others are mostly payable within four months.

The Companies have loans payable up to five years from the date of the closing of accounts. Although the Companies are exposed to liquidity risk from the portion of the loans payable, the Companies use For the years ended March 31, 2017 and 2016

interest rate swap transactions in order to minimize the risk of fluctuation in interest rates on such borrowings.

Please note that further information regarding the method of hedge accounting, hedging instruments and hedged items, hedging policy, and the assessment of the effectiveness of hedging activities may be found in the section "2. Summary of Significant Accounting Policies, (10) Hedge Accounting".

## (iii) System for management of financial instruments

a. Credit risk management (the risk that counterparties may default on their obligations to the Companies) The Companies have prepared an official policy for managing credit exposures. The Companies establish a payment term and credit limit for each customer in every branch and every business office. Credit risk management section of head office monitors the outstanding balances of customers on a regular basis and changes collection terms or credit limits in case based on the financial performance of each customer. These procedures are also performed by the consolidated subsidiaries to reduce credit risk.

Credit risk related to held-to-maturity debt securities and derivative transactions, the Companies believe the credit risk is minimal as they hold government bonds only as well as the fact that they only have derivative transactions with highly rated financial institutions.

b. Market risk management (the risks arising from fluctuations in interest rates, prices and other indicators)

The Companies use interest rate swap transactions in order to minimize the risk of fluctuation in interest rates on borrowings.

For marketable securities and investment securities, the Companies periodically confirm the market value of such financial instruments and the financial position of the issuers. The Companies review the status of these investments on a continuing basis in order to take into consideration of the market conditions and relationship with the client.

The execution and management of the derivative transactions follow the official rules that determine authority and the ceiling of the transactions, and the approval of the director in charge.

c. Liquidity risk management (the risk that the Companies may not be able to meet its payment obligations on the schedules date)

The Companies plan capital requirements based on reviewing each branch's section report and manage liquidity risk by maintaining fluidity of their capital. These procedures are also performed by the consolidated subsidiaries to manage liquidity risk. When a group company faces shortage of operating funds, the companies use group financing.

## Notes to the Consolidated Financial Statements

For the years ended March 31, 2017 and 2016

(iv) Supplementary explanation of the estimated fair value of financial instruments and related matters

The estimated fair value of financial instruments is based on their market prices and other indicators. When there is no market price available, the Companies use reasonable assumptions to estimate the fair value. Since factors that may result in fluctuations in value are taken into account in estimating the price, this price may fluctuate when different assumptions are used.

The contract (notional) amount of derivatives in the section "Estimated Fair Value and Other Matters Related to Financial Instruments" is not an indicator of the actual risk involved in derivative transactions.

(2) Estimated Fair Value and Other Matters Related to Financial Instruments

Carrying value on the consolidated balance sheet as of March 31, 2017 and unrealized gains (losses) are shown in the following table. Please note that for those items of which obtaining an estimated fair value is deemed to be extremely difficult, such differences are not stated (Please refer to note 2).

	Millions of yen							
-		2017		•	2016			
-	Book value	Fair market value	Difference	Book value	Fair market value	Difference		
<ol> <li>(1) Cash and deposits</li> <li>(2) Notes receivable, accounts receivable from completed construction contracts and</li> </ol>	¥25,349	¥25.349	¥ -	¥23,699	¥23,699	¥ -		
other	46,743	46,743	-	55,215	55,215	-		
<ul><li>(3) Electromeany recorded monetary claim</li><li>(4) Short-term investment securities</li></ul>	5,314	5,314	-	364	364	-		
securities	11,000	11,000		11,000	11,000			
(5) Investment securities	7,577	7,578	1	6,969	6,970	1		
Total assets	¥95,983	¥95,984	¥1	¥97,247	¥97,248	¥1		
(6) Notes payable, accounts payable for construction contracts and other	¥31,321	¥31,321	¥ -	¥33,479	¥33,479	¥ -		
(7) Accounts payable-other	11,780	11,780	-	12,944	12,944	-		
(8) Short-term loans payable	-	-	-	300	300	-		
(9) Long-term loans payable (*) Total liabilities	9,640 ¥52,741	9,647 ¥52,748	7¥7	9,680 ¥56,403	9,784 ¥56,507	104 ¥104		
Derivatives transactions	-	-	-		-	-		

# Notes to the Consolidated Financial Statements For the years ended March 31, 2017 and 2016

	Thousands of U.S. dollars (Note 3)					
		2017				
	Book value	Fair market value	Difference			
(1) Cash and deposits	\$225,930	\$225,930	<b>\$</b> -			
(2) Notes receivable, accounts receivable from completed construction contracts and			Ψ			
other	416,606	416,606	-			
<ul><li>(3) Electronically recorded monetary claims</li><li>(4) Short-term investment</li></ul>	47,357	47,357	-			
securities	98,039	98,039				
(5) Investment securities	67,534	67,536	2			
Total assets	\$855,466	\$855,468	\$2			
(6) Notes payable, accounts payable for construction contracts and other	\$279,151	\$279,151	\$ -			
(7) Accounts payable-other	104,996	104,996	-			
(8) Short-term loans payable	-	-	-			
(9) Long-term loans payable (*)	85,918	85,978	60			
Total liabilities	\$470,065	\$470,125	\$60			
Derivatives transactions	-	-	-			

(\*) Current portion of long-term loans payable were included in Long-term loans payable

## Notes to the Consolidated Financial Statements

For the years ended March 31, 2017 and 2016

#### Note

1. Valuation method of fair value of financial instruments

Asset

 Cash and deposits, and (2) Notes receivable, accounts receivable from completed construction contracts and other, (3) Electronically recorded monetary claim.

Since these items are settled in a short period of time and have estimated fair values that are virtually the same as the carrying value on the Company's book, the book value has been used.

(4) Short-term investment securities

Since these items are the certificates of deposits and commercial papers that settled in a short period of time and have estimated fair values that are virtually the same as the carrying value on the Company's book, the book value has been used.

(5) Investment securities

The estimated fair values of these items are as follows. Stocks are valued at quoted price in active markets. Bonds are valued at the price provided by the financial institutions.

#### **Liabilities**

(6) Notes payable, accounts payable for construction contracts and other, (7) Accounts payable-other, (8) Short-term loans payable

Since these items are settled in a short period of time and have estimated fair values that are virtually the same as the carrying value on the Company's book, the book value has been used.

#### (9) Long-term loans payable

Fair values of long-term loans payable are calculated by discounting the total amount of the principal and interest of such borrowed money at the interest rates considered to be applicable to new borrowings.

The long-term loans payable with variable interest rates are treated as exceptions for interest rate swaps.

These are calculated by discounting the total amount of the principal and interest of such borrowed money processed the same as the interest swap rate at the rational estimate interest rates to be applicable to similar borrowings.

#### Derivative transactions

The fair value of interest rate swaps subject to special treatment embedded in long-term loans subject to hedging is included in the fair value of the corresponding long-term loan. (Note 1 (8))

2. Items for which obtaining an estimated fair value is deemed to be extremely difficult

Items		Book value Millions of yen		
	2017	2016	2017	
Unlisted shares	¥795	¥777	\$7,085	

The items were not included in "(5) Investment securities" at March 31, 2017and 2016, because they were not publicly traded, and obtaining an estimated fair value is deemed to be extremely difficult.

## The Nippon Road Co., Ltd. and its Consolidated Subsidiaries Notes to the Consolidated Financial Statements

For the years ended March 31, 2017 and 2016

3. Scheduled amortization amounts, following the date of the consolidated accounts, for monetary claims and securities with

#### maturity dates

	Millions of yen								
_		March 3	1, 2017		-	March 31, 2016			
	Within 1 year	Over 1 year but within 5 years	Over 5 year but within 10 years	Over 10 years	Within 1 year	Over 1 year but within 5 years	Over 5 year but within 10 years	Over 10 years	
Cash and deposits Notes receivable, accounts receivable from completed construction contracts and	¥25,320	¥ -	¥ -	¥ -	¥23,656	¥ -	¥ -	¥ -	
other Electronically recorded	46,743	-	-	-	55,215	-	-	-	
monetary claims Short-term investment	5,314	-	-	-	364	-	-	-	
securities	11,000	-	-	-	11,000	-	-	-	
Investment securities	-	45	-	-	-	45	-	-	
Asset total	¥88,377	¥45	¥ -	¥ -	¥90,235	¥45	¥ -	¥ -	

-				
-	Within 1 year	March 3 Over 1 year but within 5 years	1, 2017 Over 5 year but within 10 years	Over 10 years
Cash and deposits Notes receivable, accounts receivable from completed construction contracts and	\$225,669	\$ -	\$ -	\$ -
other Electronically recorded	416,606	-	-	-
monetary claims Short-term investment	47,357	-	-	-
securities	98,039	-	-	-
Investment securities	-	403	-	-
Asset total	\$787,671	\$403	\$ -	\$ -

4. Scheduled repayment amounts from the date of the closing of the consolidated accounts for long-term loans and short-term

loans.

	Millions of yen					
	March	31, 2017	March 3	March 31, 2016		
	Short-term loans Long-term loans		Short-term loans	Long-term loans		
Due within one year	-	¥3,040	¥300	¥5,540		
Due after one to two years	-	-	-	3,040		
Due after two to three years	-	1,000	-	-		
Due after three to four years	-	100	-	1,000		
Due after four to five years	-	5,500	-	100		
Due after five years	-	-	-	-		

	Thousands of U.S. dollars (Note 3)				
	March 31, 2017				
	Short-term loans Long-term loan				
Due within one year	-	\$27,094			
Due after one to two years	-	-			
Due after two to three years	-	8,913			
Due after three to four years	-	891			
Due after four to five years	-	49,020			
Due after five years	-	-			

## **12. Investment Securities**

Investment securities as of March 31, 2017 and 2016 were as follows:

(1) Held-to-maturity debt securities with market quotations

		Millions of yen					
		2017			2016		
	Fair market value	Book value	Difference	Fair market value	Book value	Difference	
Securities with unrealized gains							
Governmental and							
municipal bonds Securities with unrealized losses	¥45	¥45	¥0	¥46	¥45	¥1	
Governmental and municipal bonds	-	-	-	-	-	-	
Total	¥45	¥45	¥0	¥46	¥45	¥1	

_	Thousands of U.S. dollars (Note 3)					
	2017					
	Fair market value Book value		Difference			
Securities with unrealized gains						
Governmental and municipal bonds	\$403	\$401	\$2			
Securities with unrealized losses						
Governmental and municipal bonds	-	-	-			
Total	\$403	\$401	\$2			

## Notes to the Consolidated Financial Statements

For the years ended March 31, 2017 and 2016

## (2) Marketable securities

()								
		Millions of yen						
-		2017			2016			
	Acquisition cost	Fair market value	Difference	Acquisition cost	Fair market value	Difference		
Marketable securities with unrealized gains								
Equity securities Debt securities:	¥2,606	¥7,371	¥4,765	¥2,574	¥6,738	¥4,164		
Convertible bonds	-	-	-	-	-	-		
Others	-	-	-	-	-	-		
Sub total	¥2,606	¥7,371	¥4,765	¥2,574	¥6,738	¥4,164		
Marketable securities with unrealized losses			<u>.                                    </u>					
Equity securities Debt securities:	¥210	¥161	¥(49)	¥239	¥186	¥(53)		
Convertible bonds	-	-	-	-	-	-		
Others	-	-	-	-	-	-		
Sub total	¥210	¥161	¥(49)	¥239	¥186	¥(53)		
Total	¥2,816	¥7,532	¥4,716	¥2,813	¥6,924	¥4,111		

	Thousands of U.S. dollars (Note 3)					
		2017				
	Acquisition cost	Fair market value	Difference			
Marketable securities with unrealized gains						
Equity securities Debt securities:	\$23,228	\$65,697	\$42,469			
Convertible bonds	-	-	-			
Others	-	-	-			
Sub total	\$23,228	\$65,697	\$42,469			
Marketable securities with unrealized losses						
Equity securities Debt securities:	\$1,873	\$1,436	\$(437)			
Convertible bonds	-	-	-			
Others	-	-	-			
Sub total	\$1,873	\$1,436	\$(437)			
Total	\$25,101	\$67,133	\$42,032			

Non-marketable securities book value ¥621 million (\$5,536thousand) were not included in "Marketable securities" at March 31, 2017, because it is not practicable to estimate the fair value because of each of market prices and difficulty in estimating fair value without incurring excessive cost.

(3) There were no Marketable securities sold for the years ended March 31, 2017 and 2016.

For the years ended March 31, 2017 and 2016

## 13. Derivative and Hedging Activities

For the years ended March 31, 2017and 2016

1. Derivatives transactions for which hedge accounting does not apply None

## 2. Derivatives transactions for which hedge accounting applies

		$\mathcal{O}$	$\mathcal{O}$	11				
					Million	s of yen		
			Ma	rch 31, 2017		Ma	urch 31, 2016	
Method of Hedging accounting:	Type of transaction	Hedge item	Contract amount	Portion over 1 year	Fair value	Contract amount	Portion over 1 year	Fair value
Special treatment of interest-rate swaps	Interest rate swap transaction Floating receiving, fixed payment	Long-term loans payable	¥4,000	¥1,000	Note	¥8,000	¥4,000	Note

			Thousands of U.S. dollars (Note 3) March 31, 2017		
Method of Hedging accounting:	Type of transaction	Hedge item	Contract amount	Portion over 1 year	Fair value
Special treatment of interest-rate swaps	Interest rate swap transaction Floating receiving, fixed payment	Long-term loans payable	\$35,651	\$8,913	Note

Note) The fair value of interest rate swaps subject to special treatment embedded in long-term loans subject to hedging is included in

the fair value of the corresponding long-term loan.

## 14. Retirement Benefits

## (1) Summary of a retirement benefit scheme

The Company and its domestic consolidated subsidiaries operate funded and unfunded defined retirement benefit plans covering substantially all employees. On October 1, 2008, the Company and its domestic consolidated subsidiaries have transferred from the qualified pension plan to the defined benefit pension plan.

All defined retirement benefit pension plan provide a lump sum or pension based on salaries and terms. The lump sum payment plans provide a lump sum based on salaries, years of service and rank as retirement benefit.

There are 36 domestic consolidated subsidiaries that participate in another type of retirement benefit plan, which is operated by two independent pension plans.

## (2) Defined benefit plan

1) The changes in the retirement benefit obligation during the years ended March 31, 2017 and 2016 are as follows:

	Millions	Thousands of U.S. dollars (Note 3)	
	2017	2016	2017
Balance at the beginning of the year	¥10,663	¥10,906	\$95,040
Service costs	492	507	4,389
Interest costs	117	119	1,039
Accrued of the actuarial gain or loss	71	(125)	634
Payment of retirement benefits	(592)	(744)	(5,280)
Balance at the end of the year	¥10,751	¥10,663	\$95,822

Note) Domestic consolidated subsidiaries calculate the projected benefit obligation by the simple method permitted under the Japanese accounting standard.

2) The changes in plan assets during the years ended March 31, 2017 and 2016 are as follows:

	Millions of	Thousands of U.S. dollars (Note 3)	
	2017	2016	2017
Balance at the beginning of the year	¥9,405	¥9,820	\$83,826
Expected return on plan assets	235	245	2,096
Accrued of the actuarial gain or loss	(26)	(436)	(227)
Contributions by the Company	424	513	3,777
Payment of retirement benefits	(578)	(737)	(5,155)
Balance at the end of the year	¥9,460	¥9,405	\$84,317

## Notes to the Consolidated Financial Statements

For the years ended March 31, 2017 and 2016

3) The following table sets forth the funded status of the plans and the amounts recognized in the consolidated balance sheet as of March 31, 2017 and 2016 for the Company's and consolidated subsidiaries' defined benefit plans:

	Millions of	Thousands of U.S. dollars (Note 3)	
March 31	2017	2016	2017
Funded retirement benefit obligations	¥10,672	¥10,599	\$95,115
Plan assets at fair value	(9,460)	(9,405)	(84,317)
	1,212	1,194	10,798
Unfunded retirement benefit obligations	79	64	707
Net liability in the consolidated balance sheet	1,291	1,258	11,505
Liability for retirement benefits	1,291	1,258	11,505
Net defined benefit liability in the consolidated balance sheet	¥1,291	¥1,258	\$11,505

4) The components of retirement benefit expense for the years ended March 31, 2017 and 2016 are as follows:

	Millions of	Thousands of U.S. dollars (Note 3)	
March 31	2017	2016	2017
Service costs	¥492	¥507	\$4,389
Interest costs	117	120	1,039
Expected return on plan assets	(235)	(246)	(2,096)
Amortization of actual gain (loss)	35	(55)	310
Amortization of prior service costs	(2)	(2)	(15)
Retirement benefit expense	407	324	3,627

Note) Domestic consolidated subsidiaries calculate the projected benefit obligation by the simple method permitted under the Japanese accounting standard.

5) The components of retirement benefits liability adjustments included in other comprehensive income (before the tax effect) for the years ended March 31, 2017 and 2016 are as follows;

	Millions	Thousands of U.S. dollars (Note 3)		
March 31	2017	2016	2017	
Prior service cost	¥1	¥2	\$15	
Actual gain and loss	62	367	551	
Total	63	369	566	

## Notes to the Consolidated Financial Statements

For the years ended March 31, 2017 and 2016

6) The components of retirement benefits liability adjustments included in accumulated other comprehensive income (before the tax effect) as of March 31, 2017 and 2016 are as follows;

	Millions	Thousands of U.S. dollars (Note 3)		
March 31	2017	2016	2017	
Unrecognized prior service costs	¥(7)	¥(8)	<b>\$(59)</b>	
Unrecognized actuarial differences	772	710	6,878	
Total	765	702	6,819	

## 7) Plan assets

i) The breakdown of plan assets

The fair value of plan assets, by major category, as a percentage of total plan assets as of March 31, 2017 and 2016 are as follows:

March 31	2017	2016
Bonds	51%	48%
Stocks	28	27
General accounts	10	10
Cash and deposits	5	10
Others	6	5
Total	100	100

ii) Estimation method of the long-term expected rate of return

The expected long-term return rate on plan assets is determined based on the current and expected future distribution of plan assets and the current and expected future long-term return rate on various assets of which plan assets are composed.

8) The assumptions used in the actuarial computation (weighted average);

March 31	2017	2016
Discount rate	1.1%	1.1%
The long-term expected rate of return	2.5	2.5
Expected rates of salary	5.7	5.6

## (3) Defined contribution plans

Annual contribution to the defined contribution plans at March 31, 2017 and 2016 are as follows;

	Millions of yen		
March 31	2017	2016	2017
	44	36	395

## **15. Accounting for Income Taxes**

## (1) Significant components of deferred tax assets and liabilities

At March 31, 2017 and 2016, significant components of deferred tax assets and liabilities were as follows:

March 31,	Millions of	Thousands of U.S. dollars (Note 3)	
	2017	2016	2017
Deferred tax assets:			
Accrued expenses	¥613	¥620	\$5,460
Impairment loss on fixed assets	645	606	5,748
Valuation loss on merchandise	221	235	1,967
Net defined benefit liability	391	381	3,484
Allowance for loss related to Anti-Monopoly Act	303	204	2,706
Reserve for corporate tax	148	188	1,317
Others	275	310	2,451
Sub total of deferred tax assets	2,596	2,544	23,133
Less valuation allowance	(712)	(682)	(6,345)
Total of deferred tax assets	1,884	1,862	16,788
Deferred tax liabilities			
Accelerated depreciation of fixed assets	(323)	(324)	(2,881)
Valuation difference on available-for-sale			
securities	(1,443)	(1,257)	(12,861)
Others	(7)	(8)	(57)
Total of deferred tax liabilities	(1,773)	(1,589)	(15,799)
Net deferred tax assets	111	273	989

Note) Net deferred tax assets as of March 31, 2017 and 2016 are reflected in the following accounts in the consolidated balance sheet:

March 31,	Millions o	of yen	Thousands of U.S. dollars (Note 3)
	2017	2016	2017
Deferred tax assets (Current Assets)	1,240	1,197	11,056
Deferred tax assets (Non-current Assets)	13	24	114
Deferred tax liabilities (Current Liabilities)	(1)	(1)	(7)
Deferred tax liabilities (Non-current Liabilities)	(1,141)	(947)	(10,174)

# Notes to the Consolidated Financial Statements For the years ended March 31, 2017 and 2016

For the years ended March 31, 2017 and 2016, the reconciliation of the statutory tax rate to the effective

income tax rate was as follows:

For the year ended March 31	2017	2016
Statutory tax rate Adjustments	30.86%	33.10%
Permanent non-deductible differences such as entertainment expenses etc.	1.22	3.98
Inhabitant tax per capital	1.86	1.56
Valuation allowance for deferred tax assets	1.58	(0.21)
Reversal of deferred tax assets at the end of the fiscal year due to changes in the tax rate	-	0.80
Others	(0.44)	0.59
Effective income tax rate	35.08	39.82

## **16. Segment Information**

## (1) Outline of Reporting Segments

The Company has defined its reporting segments to be units composing the Company, for which financial information can be separately obtained. The Company's Board of Directors periodically monitors these business segments in order to determine the allocation of management resources and evaluate business results.

The Companies draw up a comprehensive strategy about construction work and a product and service by each management section of the Companies and the main consolidated subsidiary, and develop operation.

Accordingly, the Companies have categorized its operations by products and services that based on each management section of the Companies and the main consolidated subsidiary. The Reporting Segments are Construction, Material sales and Leasing business.

The Construction segment manufactures pavement, engineering, building and business about the overall other construction. The Material sales segment manufactures asphalt, emulsion and the overall other production and sales business for pavement and materials. The Leasing business segment engages in manufactures the leases business of the car and apparatuses for office work.

(2) Calculation Method of Sales, Income (Loss), Assets, Liabilities and Other Items by Reporting Segments

The accounting methods used in the accounting for reporting segments are basically the same as the "Important Items Regarding the Preparation of the Consolidated Financial Statements". Please note that the income (loss) figures of the reporting segments are operating income-based figures. Inter-segment sales and transfers are based market prices.

## Notes to the Consolidated Financial Statements

For the years ended March 31, 2017 and 2016

## (3) Sales, Income (Loss), Assets, Liabilities and Other Items by Reporting Segments

For the year ended March 31, 2017	Millions of yen					
	Construction	Material sales	Leasing business	Other	Adjustment	Consolidated total
Sales						
Sales to external customers	¥105,366	¥22,297	¥5,164	¥1,538	¥ -	¥134,365
Inter-segment sales	63	6,524	953	458	(7,998)	
Total	105,429	28,821	6,117	1,996	(7,998)	134,365
Segment income	¥4,274	¥5,728	¥269	¥229	¥(3,214)	¥7,286
Segment Assets	¥65,528	¥24,442	¥11,974	¥2,189	¥38,312	¥142,445
Depreciation	¥1,438	¥1,544	¥535	¥35	¥72	¥3,624
Increase of tangible fixed assets and intangible assets	¥1,208	¥2,081	¥806	¥16	¥98	¥4,209

	Millions of yen					
For the year ended March 31, 2016	Construction	Material sales	Leasing business	Other	Adjustment	Consolidated total
Sales						
Sales to external customers	¥111,284	¥23,054	¥4,852	¥2,594	¥ -	¥141,784
Inter-segment sales	79	7,845	929	458	(9,311)	
Total	111,363	30,899	5,781	3,052	(9,311)	141,784
Segment income	¥6,609	¥6,160	¥260	¥(4)	¥(3,237)	¥9,878
Segment Assets	¥66,575	¥24,699	¥11,692	¥2,261	¥37,471	¥142,698
Depreciation	¥1,334	¥1,409	¥540	¥32	¥68	¥3,383
Increase of tangible fixed assets and intangible assets	¥1,580	¥1,778	¥732	¥12	¥175	¥4,277

	Thousands of U.S. dollars (Note 3)						
For the year ended March 31, 2017	Construction	Material sales	Leasing business	Other	Adjustment	Consolidated total	
Sales							
Sales to external customers	\$939,089	\$198,729	\$46,029	\$13,705	\$ -	\$1,197,552	
Inter-segment sales	558	58,150	8,492	4,082	(71,282)	-	
Total	939,647	256,879	54,521	17,787	(71,282)	1,197,552	
Segment income	\$38,090	\$51,055	\$2,393	\$2,045	\$(28,643)	\$64,940	
Segment Assets	\$584,025	\$217,845	\$106,724	\$19,501	\$341,459	\$1,269,554	
Depreciation	\$12,820	\$13,761	\$4,769	\$310	\$644	\$32,304	
Increase of tangible fixed assets and intangible assets	\$10,771	\$18,543	\$7,183	\$143	\$875	\$37,515	

Note) 1. "Others" includes the real estate, development and sales of the software, sales of the apparatus for office work,

non-life insurance agency, and administration of sports facilities.

2. "Adjustment" is as follows:

## Notes to the Consolidated Financial Statements

For the years ended March 31, 2017 and 2016

Segment income	Millions of yen		Thousands of U.S. dollars (Note 3)		
	2017	2016	2017		
Transaction eliminations during segment	¥16	¥18	\$139		
Corporate expense (*)	¥(3,230)	¥(3,235)	\$(28,782)		
Total	¥(3,214)	¥(3,237)	\$(28,643)		

\*Corporate expenses mainly comprise headquarters' general and administrative expenses that are not allocable to

any reporting segment.

Segment assets	Millions of yen		Thousands of U.S. dollars (Note 3)
	2017	2016	2017
Transaction eliminations during segment	¥(784)	¥(708)	\$(6,985)
Corporate assets (*)	¥39,095	¥38,719	\$348,444
Total	¥38,311	¥37,471	\$341,459

\*Corporate assets mainly comprise operative fund (cash and deposits), long-term investment capital and general and administrative assets that are not allocable to any reporting segment.

Depreciation and Increase of tangible fixed assets and intangible assets adjustment of the "Other" category are not allocable to any reporting segment, and it are the expense of the companies headquarter reporting.

3. Segment profit is reconciled with operating income on the consolidated financial statements.

## Information on Relevant

(a) Information about products and services

Information about products and services is omitted as the Company classifies such segments in the same way as it does its reporting segments.

- (b) Information about geographic areas
- (i) Operating revenues

Information about geographic areas is omitted as operating revenues attributable to the thirdparty customers in Japan exceed 90% of the operating revenues reported in the Consolidated Statements of Income.

(ii) Tangible fixed assets

Information about geographic areas is omitted as Tangible fixed assets located in Japan exceed 90% of the Tangible fixed assets reported in the Consolidated Balance Sheets.

(c) Information about major customers

For the year ended March 31, 2017

	Net sales	Thousands of	Relevant
Customers	Millions of yen	U.S. dollars (Note 3)	segment
Shimizu Corporation	¥ 17,412	\$155,188	Construction, Material sales, Leasing business

## Notes to the Consolidated Financial Statements

For the years ended March 31, 2017 and 2016

For the year ended March 31, 2016

	Net sales	Relevant
Customers	Millions of yen	segment
		Construction,
	¥ 16,076	Material sales,
Shimizu Corporation	,	Leasing business

Information on Impairment Loss on Tangible Fixed Assets by reporting segment For the year ended March 31, 2017

	Millions of yen						
March 31, 2017	Construction	Material sales	Leasing business	Other	Adjustment	Total	
Impairment loss	¥ 17	¥ 46	¥ -	¥90	¥ -	¥153	

Note) 1."Others" includes the real estate, development and sales of the software, sales of the apparatus for office work, non-life insurance agency, and administration of sports facilities.

2. The amount of "Adjustment" is impairment loss about the idle assets that are not allocable to any reporting segment.

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

	Millions of yen					
March 31, 2016	Construction	Material sales	Leasing business	Other	Adjustment	Total
Impairment loss	¥-	¥ -	¥ -	¥48	¥-	¥48

Note) 1."Others" includes the real estate, development and sales of the software, sales of the apparatus for office work, non-life insurance agency, and administration of sports facilities.

2. The amount of "Adjustment" is impairment loss about assets used for business and the idle assets that are not allocable to any reporting segment.

Information on Amortization on Goodwill and Unamortized Balance by reporting segment Information on Amortization on Goodwill and Unamortized Balance by reporting segments is omitted, as the amount was insignificant as of and for the years ended March 31, 2017 and 2016.

Information on Gain on Negative Goodwill by reporting segment

Information on gain on negative goodwill by reporting segments is omitted, as the amount was insignificant as of and for the years ended March 31, 2017 and 2016.

Geographic Segment Information

Segment information classified by geographic area was omitted because the majority of the Companies' operations were performed in Japan.

The Nippon Road Co., Ltd. and its Consolidated Subsidiaries **Notes to the Consolidated Financial Statements** For the years ended March 31, 2017 and 2016

Export Sales and Sales by overseas subsidiaries

Segment information for export sales and sales by overseas subsidiaries was omitted since such sales make up less than 10% of consolidated sales and are, thus, immaterial.

## **17. Related Party Transactions**

The material transactions of the Company with related companies and individuals, excluding transactions with consolidated subsidiaries which were eliminated in the consolidated financial statements and other than those disclosed elsewhere in these financial statements, for the years ended March 31, 2017 and 2016 were as follows:

					Millions of yer	n / Thousands	of U.S. dollars (	(Note 3)	
					Transaction		Resulting	accounting ba	lance
Name of related	Paid-in capital	Principal Business	Equity ownership percentage	Description of the company's -	For the year March		Account	At Marc	ch 31
company	cupitai	Dusiness	by the company	transactions	2017	2016		2017	2016
Shimizu	¥74,365	Construction	24.95%				Accounts	¥4,471	¥9,214
Corporation	million	& Development		Construction contracts	¥15,841	¥15,961	receivables from completed construction contracts	\$(39,846)	
				contracts	\$(141,186)		Advances received on uncompleted construction contracts	¥2,135 \$(19,028)	¥1,064
				Material sales	¥26 \$(229)	¥11	Accounts receivable -trade	¥6 \$(51)	¥4
				Construction order	¥0 \$(2)	¥4	Accounts receivable -other	¥8 \$(71)	¥-

The terms and conditions of the above transactions are on an arm's-length basis.

## 18. Per Share Data

	Ye	U.S. dollars (Note 3)	
Per Share	2017	2016	2017
Net assets	¥883.85	¥846.94	\$7.88
Profit attributable to owners of parent :			
Basic	¥50.64	¥55.77	\$0.45
Diluted	-	-	-
Cash dividends			
Common shares	¥15.00	¥17.00	\$0.13

Note) Diluted per share amounts are not shown because no convertible bonds have been issued.

## Notes to the Consolidated Financial Statements

For the years ended March 31, 2017 and 2016

Calculation bases for net assets per share as of March 31, 2017 and 2016 were as follows:

	Millions of yen		Thousands of U.S. dollars (Note 3)	
	2017	2016	2017	
Net assets	¥77,869	¥74,610	\$694,022	
Deduction amount	¥165	¥147	\$1,471	
(Non-controlling interests)	¥(165)	¥(147)	\$(1,471)	
Net assets available to common stockholders	¥77,703	¥74,663	\$692,551	
Common stock outstanding except for treasury stock (in thousands of shares)	87,915	87,919		

Calculation bases for profit per share for the years ended March 31, 2017 and 2016 were as follows:

	Millions of yen		Thousands of U.S. dollars (Note 3)
	2017	2016	2017
Profit attributable to owners of parent	¥4,452	¥4,906	\$39,677
Profit not available to common stockholders	-	-	-
(Net income appropriated as bonuses to			
directors)	-	-	-
Profit attributable to owners of parent available to			
common stockholders	¥4,452	¥4,906	\$39,677
Average common stock outstanding			
(in thousands of shares).	87,917	87,981	
Profit not available to common stockholders (Net income appropriated as bonuses to directors) Profit attributable to owners of parent available to common stockholders Average common stock outstanding	- - ¥4,452	¥4,906	-

#### **19. Subsequent Events**

#### (i) Cash

The payment of cash dividends to shareholders on record at March 31, 2017 in the aggregate amount of \$1,318 million (\$11,753 thousand) (\$15 per share) was agreed by the Board of Directors on May 15, 2017. The resolution came into force on June 8, 2017.

(ii) Consolidation of Shares and Change in the Number of Shares Constituting One Unit

The Board of Directors at their meeting held on May 15, 2017 had resolved to submit the consolidation of shares and change in the number of shares constituting one unit to the 112th General Meeting of Shareholders held on June 29, 2017, and these items were resolved at said General Shareholders Meeting.

## (1) Aim of consolidation of shares and change of number of share units

Japanese stock exchanges announced "Action Plan for Consolidating Trading Units", with the aim to unity the trading unit of common shares for listed domestic companies at 100 shares per unit.

## Notes to the Consolidated Financial Statements

For the years ended March 31, 2017 and 2016

As a listed company on the Tokyo Stock Exchange respecting the aim of the plan, the Company shall change the trading unit of its common shares from 1,000 shares per unit to 100 shares per unit, and to implement the consolidation of shares in consideration of the standard amount of an investment in a trading unit recommended by the stock exchanges (more than 50 thousand yen and less than 500 thousand yen).

- (2) Details on Consolidation of Shares
  - i) Type of Shares Common Shares
  - ii) Method and Share Consolidation Ratio

10 common shares shall be consolidated into 1 share on October 1, 2017, in accordance with the number of shares held by shareholders on the final shareholders list as of September 30, 2017.

iii) Decrease in Number of Shares through Consolidation

Total Number of Shares before Consolidation of Shares (as of March 31, 2017)	97,616,187 shares
Decreas in Number of Shares due to Share Consolidation	87,854,569 shares
Total Number of Shares after Consolidation of Shares	9,761,618 shares

(note) "Decrease in Number of Shares due to Share Consolidation" and "Total Number of Shares after Consolidation of Shares" is a theoretical value calculated in accordance with total number of shares issued and consolidation ratio before consolidation.

iv) Treatment of fractional shares

If any fractional shares arise as a result of the consolidation of shares, the Company shall sell all such fractional shares pursuant to Article 235 of Companies Act, and distribute the proceeds to the all shareholders who held fractional shares in accordance with their holdings of fractional shares.

(3) Change in Number of Shares Constituting One Unit

When the consolidation of shares is effective, the number of shares constituting one unit shall change to 100 shares from 1,000 shares.

## Notes to the Consolidated Financial Statements

For the years ended March 31, 2017 and 2016

## (4) Schedule for Consolidation of Shares and Change Number of Shares Constituting One Unit

Resolution Date of Board of Directors	May 15, 2017
Resolution Date of General Meeting of Shareholders	June 29, 2017
Effective Date of Consolidation of Shares and Change of Number of Shares Constituting One Unit	October 1, 2017

## (5) Affect on Per Share Data

The following is per share data for the fiscal years ended March 31, 2017 and 2016 presuming that share consolidation was executed at the beginning of the fiscal year ended March 31, 2016.

	Yen		U.S. dollars (Note 3)	
Per Share Data	2017	2016	2017	
Net assets Profit attributable to owners of parent :	¥8,838.55	¥8,469.43	\$78.77	
Basic	¥506.35	¥557.65	\$4.51	
		1.1	1	

Earnings per share after adjustment of dilutive shares is not indicated as there are no dilutive shares.

## Notes to the Consolidated Financial Statements

For the years ended March 31, 2017 and 2016

## 20. Short-term loans payable and long-term loans payable

	Millions of yen		Thousands of U.S. dollars (Note 3)	Average interest rate (%)	Repayment period
March 31	2017	2016	2017		
Short-term loans payable	¥-	¥300	\$-	-	-
Current portion of long-term loans payable Long-term loans payable	3,040	5,540	27,094	1.29	2019~
(excluding current portion)	6,600	4,140	58,824	0.90	2022
Total	¥9,640	¥9,980	\$85,918		

Annual maturities of long-term loans payable are as follows:

Year ending on March 31	Millions of yen	Thousands of U.S. dollars (Note 3)
Due after one to two years	-	
Due after two to three years	1,000	8,913
Due after three to four years	100	891
Due after four to five years	5,500	49,020
	¥6,600	\$58,824

## 21. Quarterly information (Unaudited)

	Millions of yen			
	The first quarter Apr. 1 – Jun. 30, 2016	The second quarter Jul. 1 – Sep. 30, 2016	The third quarter Oct. 1 – Dec. 31, 2016	The fourth quarter Jan. 1 – Mar. 31, 2017
Net Sales	¥27,719	¥58,199	¥94,703	¥134,365
Profit before income taxes . Profit attributable to owners	¥503	¥2,011	¥4,720	¥6,885
of parent Profit attributable to	¥250	¥1,236	¥3,033	¥4,452
owners of parent of per share (Yen)	¥2.85	¥14.05	¥34.50	¥50.64

	Thousands of U.S. dollars (Note 3)			
	The first quarter Apr. 1 – Jun. 30, 2016	The second quarter Jul. 1 – Sep. 30, 2016	The third quarter Oct. 1 – Dec. 31, 2016	The fourth quarter Jan. 1 – Mar. 31, 2017
Net Sales	\$247,049	\$518,707	\$844,051	\$1,197,552
Profit before income taxes . Profit attributable to owners	\$4,481	\$17,922	\$42,069	\$61,362
of parent Profit attributable to	\$2,231	\$11,013	\$27,030	\$39,677
owners of parent of per share (U.S. dollars)	\$0.03	\$0.13	\$0.31	\$0.45