IWATSU ELECTRIC CO., LTD.

2013 ANNUAL REPORT For the year ended March31, 2013

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Overview of Fiscal Year 2012

The Japanese economy during the fiscal year under review saw some signs of gradual recovery but it remained unstable, plagued with such chronic issues as the appreciation of the yen, deflation triggered by the debt problems in Europe and concerns about the slowdown of the Asian economy. Some anticipation was brought forth by the advent of the new administration at the end of 2012 and business confidence was boosted by the sharp depreciation of the yen and high stock prices toward the end of the fiscal year. However, the actual economy has yet to be rid of a sense of uncertainty due to the unsteady overseas market situations.

IWATSU Group moved forward with its mid term business plan, "Challenge & Innovation 2012", for the three-year term ended in this fiscal year. Although we were not able to achieve the targeted profit point, we worked diligently on implementing measures for growth in line with the mid term business plan and formed the foundation of new businesses for oncoming years. As one of the measures of the plan, we have proceeded with the realignment of factory function (unification of Fukushima factories), which had been suspended due to the effects of the Great Eastern Earthquake (the "Earthquake"), since the latter half of the fiscal year. We are going to position the factory not only as a production facility but also as the hub for streamlining logistics and the model factory for our environmental business. In addition, we purchased real estates (land and a building) at Shinagawa Ward, Tokyo in October 2012 as substitute assets for a part of our principal office premises which was expropriated by Tokyo Metropolitan Government in March 2011 for road construction.

Consolidated net sales during the term under review amounted to 24,296 million yen, a decrease of 4.4% from the previous fiscal year. This is principally due to the decrease in sales for our Telecommunications business as the result of the market demand coming back to normal as strong demands for reconstruction and distribution stocks subsequent to the Earthquake, the sales driving factor in the previous year, subsided. In terms of profit, consolidated operating loss resulted in 275 million yen (a profit of 12 million yen in the previous term). The loss is attributable mainly to the increase of provision for product warranties despite of our company-wide efforts to better profit margin and reduce fixed costs. The net profit amounted to 144 million yen (97 million yen in the previous term). The improvement was largely the effect of the reversal of deferred tax liabilities associated with the unspent portion of the proceeds from the land expropriation due to the expiry of its deferral period.

IWATSU Group has drawn up a new mid term business plan "WING2015 \sim Challenge for Growth \sim ", for the period starting the next fiscal year through fiscal year 2015. We will focus on (1) establishment of new business fields such as power electronics, digital label printing machines and wireless authentication system, (2) expansion of overseas operations, (3) customer relation-based continuous income business models (as opposed to those accumulating one-time sales) and (4) effective operations for the existing businesses by being closer to the customers and getting intimate knowledge of their needs.

We have projected 25,600 million yen in consolidated sales, break even for both consolidated operating profit/ loss and net profit/ loss in the fiscal year ended March 2014.

IWATSU ELECTRIC CO., LTD. CONSOLIDATED STATEMENTS OF OPERATIONS Years ended March 31, 2013 and 2012

		Million	ns of	ven	Thousands of U.S. dollars					
	_	2013		2012		2013		2012		
Net sales	¥	24,296	¥	25,425	\$	258,333	\$	270,335		
Costs and expenses :	1	21,200	1	20,120	Ψ	200,000	Ψ	210,000		
Cost of sales		14,137		14,920		150,317		158,639		
Selling, general and administrative expenses		10,434		10,492		110,946		111,558		
		24,571		25,412		261,263		270,197		
Operating income (loss)		(275)		12		(2,930)		138		
Other income (expenses):										
Interest and dividends income		45		45		480		478		
Interest expense		(7)		(8)		(76)		(85)		
Purchase discounts		17		25		185		266		
Gain on sale of investment securities, net		34		(99)		362		(1,053)		
Provision of allowance for doubtful accounts		-		(21)		-		(223)		
Reversal of allowance for doubtful accounts		92		11		988		117		
Equity in earnings (losses) of affiliates		-		41		-		436		
Exchange gains (losses)		(23)		5		(249)		53		
Real estate rent		113		37		1,207		393		
Rent expenses on real estates		(53)		(35)		(565)		(372)		
Loss on retirement of property, plant and equipment		(36)		-		(393)		-		
Gain on abolishment of retirement benefit plan		-		122		_		1,297		
Compensation income		-		10		-		106		
Subsidy income		19		-		206		-		
Special retirement expenses		(16)		(25)		(170)		(266)		
Extra retirement payments		(17)		(4)		(189)		(43)		
Settlement package		(91)		-		(975)		-		
Loss on disaster		-		(57)		-		(606)		
Other - net		68		59		731		627		
		145		106		1,542		1,125		
Income (loss) before income taxes and minority interests		(130)		119		(1,388)		1,263		
Income taxes:										
Current		95		100		1,020		1,063		
Deferred		(378)		(91)		(4,024)		(968)		
		(282)		9	-	(3,004)		95		
Income (loss) before minority interests		152		109		1,616		1,168		
Minority interests		(7)		(12)		(75)		(130)		
Net income (loss)	¥	144	¥	97	\$	1,541	\$	1,038		
	_		(en			U.S. c	lolla			
Net income (loss) per share: Cash dividends per share	¥	1.45	¥	0.97	\$	0.02		0.01		
Basic Diluted	¥	1.00	¥	-	\$	0.01		- -		

IWATSU ELECTRIC CO., LTD. CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME Years ended March 31, 2013 and 2012

]	s of ye		Thousand dol	ds of lars	U.S.		
	20	2013				2013		2012
Income (loss) before minority interests		152		109		1,616		1,168
Other comprehensive income:								
Net unrealized holding gain (loss) on other securities		131		36		1,393		383
Foreign currency translation adjustments		100		(4)		1,072		(43)
Total other comprehensive income		231		31		2,465		340
Comprehensive income	¥	383	¥	141	\$	4,081	\$	1,508
Comprehensive income attributable to:					-			
Owners of the parent		376		129		4,006		1,378
Minority interests		7		12		75		130

IWATSU ELECTRIC CO., LTD. CONSOLIDATED BALANCE SHEETS

March 31, 2013 and 2012

		Million	ıs of ye	en		Thousan do	ds of llars	U.S.
<u>ASSETS</u>	2013			2012		2013		2012
Current assets:								
Cash and deposits	¥	6,811	¥	8,604	\$	72,422	\$	91,483
Notes and accounts receivable - trade:								
Unconsolidated subsidiaries and affiliated companies		-		170		-		1,808
Other		5,687		6,187		60,476		65,784
Short-term investment securities		1,998		1,998		21,247		21,244
Inventories		3,452		3,535		36,713		37,586
Deferred tax assets		33		35		352		372
Other current assets		339		266		3,589		2,828
Allowance for doubtful accounts		(12)		(69)		(135)		(734)
Total current assets		18,308		20,729		194,664		220,371
Property, plant and equipment, at cost								
Land		1,055		985		11,218		10,473
Buildings and structures		10,600		10,665		112,713		113,397
Machinery and equipment		11,803		12,005		125,503		127,645
Lease assets		90		89		965		946
Construction in progress		687		32		7,307		340
		24,235		23,776		257,706		252,801
Accumulated depreciation		(19,964)		(20,087)		(212,283)		(213,578)
Accumulated impairment loss		(70)		(74)		(750)		(787)
		4,201		3,617		44,673		38,436
Intangible assets		967		1,014		10,292		10,781
Investments and other assets:								
Investment securities		1,103		1,029		11,731		10,941
Investments in unconsolidated subsidiaries and affiliated companies		26		26		286		286
Long-term loans receivable:		20		20		200		200
Unconsolidated subsidiaries and affiliated companies								
Other		13		96		139		1.021
Real estate for investment- net		2,178		90		23,161		1,021
Deferred tax assets		2,176 46		49		492		521
Other assets		443		443		4,708		4,710
Allowance for doubtful accounts		(76)		(194)		(816)		(2,063)
Anowance for doubtful accounts	-	3,733		1,451		39,701		15,416
	¥	27,211	¥	26,811	\$	289,330	\$	285,004
	Ť	27,211	1	20,011	Ф	209,33U	Ф	200,004

IWATSU ELECTRIC CO., LTD. CONSOLIDATED BALANCE SHEETS March 31, 2013 and 2012

			_		Thousands of U.S.							
		Million					llars					
LIABILITIES AND STOCKHOLDERS' EQUITY	2	.013	2	2012		2013		2012				
Current liabilities:												
Short-term loans payable	¥	70	¥	40	\$	744	\$	425				
Long-term debt due within one year		13		16		146		170				
Notes and accounts payable - trade:												
Unconsolidated subsidiaries and affiliated companies		-		50		-		532				
Other		1,925		1,682		20,475		17,884				
Lease obligations		20		29		216		308				
Accounts payable - other		687		705		7,309		7,496				
Accrued expenses		439		463		4,671		4,923				
Income taxes payable		91		84		968		893				
Provision for bonuses		653		683		6,944		7,262				
Provision for directors' bonuses		18		16		196		170				
Provision for prodct warranties		375		265		3,995	2,818					
Other current liabilities		285		277		3,040		2,949				
Total current liabilities	-	4,580	-	4,315		48,704		45,830				
Long-term debt due after one year		45		68		481		723				
Lease obligations		25		44		276		468				
Severance and retirement benefits for employees		3,307		3,132		35,167		33,301				
Deferred tax liabilities		842		1,194		8,961		12,695				
Provision for directors' retirement benefits		23		23		245		245				
Other liabilities		811		699		8,599		7,432				
Stockholders' equity:												
Common stock												
Authorized - 300,000,000 shares												
Issued - 100,803,447 shares		6,025		6,025		64,066		64,066				
Capital surplus		6,942		6,942		73,812		73,812				
Retained earnings		4,796		4,651		51,002		49,452				
Less treasury stock of 2,123,965 shares												
(295,483 shares in 2012), at cost		(189)		(49)		(2,014)		(521)				
Total stockholders' equity		17,574		17,569		186,866		186,809				
Net unrealized holding gains on securities		132		1		1,411		11				
Foreign currency translation adjustments		(274)		(375)		(2,919)		(3,987)				
Total accumulated other comprehensive income	-	(142)	-	(374)		(1,508)		(3,976)				
Minority interests		145		138		1,541		1,467				
Total net assets		17,577		17,334		186,899		184,300				
	-	11,311	-	17,334		100,077		104,300				
Contingent liabilities	¥	27,211	¥	26,811	\$	289,330	\$	285,004				

IWATSU ELECTRIC CO., LTD. CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY Years ended March 31, 2013 and 2012

																			Milli	ions of yen
						Stockl	holders' eq	uity				Accumulated	othe							
	Number of Shares of common stock		mmon tock		npital rplus	ea	tained rnings		reasury stock	stoc	Total kholders' equity	Net unrealized holding gains on securities	_	eign currency translation adjustmets		nulated her hensive ome		inority terests		Total net assets
Balance at March 31, 2011	100,803,447	¥	6,025	¥	6,942	¥	5,199	¥	(48)	¥	18,118	¥ (34)	¥	(648)	¥	(683)	¥	126	¥	17,561
Dividens from surplus							(251)				(251)					-				(251)
Net income (loss)	-		-		-		97		-		97	-		-		-		-		97
Change of scope of consolidation	-		-		-		(277)		-		(277)	-		-		-		-		(277)
Change of scope of equity method	-		-		-		(116)		-		(116)	-		-		-		-		(116)
Adjustments from translation of foreign currency financial statements	-		-		-		-		-		-	-		272		272		-		272
Increase of net unrealized holding gains on securities	=		-		-		-		-		-	36		-		36		-		36
Treasury stock	=		-		-		-		(1)		(1)	-		-		-		-		(1)
Other	-		-		-		-		-		-	-		-		-		11		11
Balance at March 31, 2012	100,803,447	¥	6,025	¥	6,942	¥	4,651	¥	(49)	¥	17,569	¥ 1	¥	(375)	¥	(374)	¥	138	¥	17,334
Dividens from surplus																				
Net income (loss)	-		-		-		144		-		144	-		-		-		-		144
Adjustments from translation of foreign currency financial statements	-		-		-		-		-		-	-		100		100		-		100
Increase of net unrealized holding gains on securities	-		-		-		-		-		-	131		-		131		-		131
Treasury stock	-		-		-		-		(140)		(140)	-		-		-		-		(140)
Other	-		-		-		-		-		-	-		-		-		7		7
Balance at March 31, 2013	100,803,447	¥	6,025	¥	6,942	¥	4,796	¥	(189)	¥	17,574	¥ 132	¥	(274)	¥	(142)	¥	145	¥	17,577

									Thousa	nds of U	J.S. dollars
			Stockholders' e	quity		Accumulated	other comprehensiv	ve income			
								Total			
					Total	NI-t	E	Accumulated			T-1-1
	Common	Capital	Retained	Treasury	stockholders'	Net unrealized holding gains	Foreign currency translation	other comprehensive	Minority		Total net
	stock	Surplus	earnings	stock	equity	on securities	adjustmets	income	interests	assets	
Balance at March 31, 2011	\$ 64,066	\$ 73,81		\$ (516)	\$ 192,651	\$ (367)	\$ (6,898)	\$ (7,265)	\$ 1,344	\$	186,730
Dividens from surplus	-	+ 10,01	- (2,670)		(2,670)	- (***)	- (0,010)	- (-)	,	<u> </u>	(2,670)
Net income (loss)	_		- 1,038	_	1,038	_	_	_	-		1,038
Change of scope of consolidation	-		- (2,958)	-	(2,958)	-	-	-	-		(2,958)
Change of scope of equity method	-		- (1,246)	-	(1,246)	-	-	_	-		(1,246)
Adjustments from translation of foreign currency financial statements	-		- ` -	-	-	-	2,922	2,922	-		2,922
Increase of net unrealized holding gains on securities	-			-	-	378	-	378	-		378
Treasury stock	-			(5)	(5)	-	-	-	-		(5)
Other			<u> </u>						123		123
Balance at March 31, 2012	\$ 64,066	\$ 73,81	2 \$ 49,452	\$ (521)	\$ 186,809	\$ 11	\$ (3,987)	\$ (3,976)	\$ 1,467	\$	184,300
Dividens from surplus	-			-	-	-	-	-	-		
Net income (loss)	-		- 1,541	-	1,541	-	-	-	-		1,541
Adjustments from translation of foreign currency financial statements	-			-	-	-	1,057	1,057	-		1,057
Increase of net unrealized holding gains on securities	-			-	-	1,400	=	1,400	-		1,400
Treasury stock	-			(1,493)	(1,493)	-	-	-	-		(1,493)
Other	-			- (2.04.1)	- 100000	-	- (2.010)	- (4.500)	74	_	74
Balance at March 31, 2013	\$ 64,066	\$ 73,81	2 \$ 51,002	\$ (2,014)	\$ 186,866	\$ 1,411	\$ (2,919)	\$ (1,508)	\$ 1,541	\$	186,899

IWATSU ELECTRIC CO., LTD.

CONSOLIDATED STATEMENTS OF CASH FLOWS

Years ended March 31, 2013 and 2012

	Millio	ns of yen	Thoudands of	of U.S. dollars			
	2013	2012	2013	2012			
Cash flows from operating activities:							
Income (loss) before income taxes and minority interests	¥ (130) ¥ 119	\$ (1,388)	\$ 1,263			
Adjustments to reconcile income before income taxes and	•		, ,				
minority interests to net cash provided by operating activities:							
Depreciation	930	1,105	9,888	11,749			
Increase (Decrease) in allowance for doubtful accounts	(173) (6)	(1,839)	(63)			
Increase (Decrease) in severance and retirement benefits	172	. ,	, ,	(499)			
Interest and dividend income	(45	` '		(478)			
Interest expense	` 7	, ,	, ,	85			
Equity in earnings (losses) of affiliates	-	(41)		(435)			
Loss (gain) on sale of investment securities and investments in affiliated companies, net	(34	, ,		1,052			
Changes in operating assets and liabilities - net:	(0.1	,	(001)	1,002			
Decrease (increase) in notes and accounts receivable - trade	682	(315)	7,251	(3,349)			
Decrease (increase) in inventories	101	(169)		(1,796)			
Increase (decrease) in notes and accounts payable - trade	183	` '	•	(1,137)			
Other - net	163	` '		(372)			
Subtotal	1,858	_ ` _ ` ′		6,020			
Interest and dividend received	47			467			
Interest expenses paid	(7			(85)			
Income taxes paid	(111			(1,307)			
Proceeds from compensation for removal	(111	430	, ,	4,572			
Payments for loss on disaster	-						
Other - net	3	(217)	31	(2,307)			
	1,791	689		7,360			
Net cash provided by operating activities	1,791	009	19,002	7,360			
Cash flows from investing activities:							
Decrease (Increase) in time deposits	(64) (965)	(680)	(10,260)			
Payment for purchase of short-term investment securities	(2,999	, ,	, ,	(42,519)			
	3,000	. ,	, ,	31,887			
Proceeds from redemption of securities							
Payment for purchase of properties , intangible assets and long-term prepaid expenses	(1,406	. ,	,	(9,314)			
Proceeds from sales of investment securities	116		,	2,243			
Payments for investments in real estates	(2,199		(23,381)	-			
Other - net	(2.520			999			
Net cash used in investing activities	(3,530	(2,535)	(37,534)	(26,964)			
Cash flows from financing activities:							
Repayments of long-term loans payable	(45	(120)	(478)	(1,275)			
Purchase of treasury stock	(140	. ,	, ,	(10)			
Dividends paid	(1	. ,	, ,	(2,615)			
Other - net	20			(287)			
Net cash used in financing activities	(165			(4,187)			
Effect of exchange rate changes on cash and cash equivalents	47			(10)			
Net increase in cash and cash equivalents	(1,857	, ,	,	(23,801)			
Cash and cash equivalents at beginning of year	7,341	9,607	78,054	102,147			
Increase (decrease) in cash and cash equivalents resulting from							
change of scope of consolidation		(23)		(244)			
Cash and cash equivalents at end of year	¥ 5,483	¥ 7,341	\$ 58,257	\$ 78,054			

IWATSU ELECTRIC CO., LTD. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS March 31, 2013 AND 2012

Segment information

The Company's primary businesses are the manufacturing and sales of (1) Telecommunications equipment, (2) IT Networks Solutions (ITNS) equipment, (3) Electric measuring equipment and (4) Reprographic equipment.

A summary of net sales, costs and operating income by business segment for the years ended March 31, 2013 and 2012 was as follows:

						M	lillic	ons of yen						
	Telecom equ		ITNS equipment		Electric measuring equipment		Reprographic equipment		Others		Reconciliations		Co	nsolidated
For the year ended March 31, 2013: Net sales:														
Outside customers Inter-segment	¥	14,071	¥	2,826	¥	2,118 -	¥	4,113	¥	1,166 -	¥	-	¥	24,296 -
total		14,071		2,826		2,118		4,113		1,166	-	-		24,296
Operating income (loss)	¥	540	¥	335	¥	(4)	¥	470	¥	(287)	¥	(1,329)	¥	(275)
Identifiable assets	¥	10,503	¥	1,061	¥	1,267	¥	3,056	¥	704	¥	10,617	¥	27,211
Depreciation		(506)		(57)		(51)		(135)		(23)		(134)		(909)
For the year ended March 31, 2012: Net sales:														
Outside customers	¥	14,590	¥	2,813	¥	2,280	¥	4,278	¥	1,461	¥	-	¥	25,425
Inter-segment		_		_		_				-				-
total		14,590		2,813		2,280		4,278		1,461				25,425
Operating income (loss)	¥	988	¥	304	¥	13	¥	410	¥	(374)	¥	(1,331)	¥	12
Identifiable assets	¥	9,682	¥	1,205	¥	1,396	¥	3,160	¥	695	¥	10,670	¥	26,811
Depreciation		(628)		(59)		(72)		(142)		(32)		(170)		(1,105)

IWATSU ELECTRIC CO., LTD. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS March 31, 2013 AND 2012

Thousands of U.S. dollars Electric **ITNS** Reconciliations Telecommunications measuring Reprographic equipment Consolidated equipment equipment equipment Others (*1) (*2)For the year ended March 31, 2013: Net sales: \$ Outside customers \$ 149,612 \$ 30,048 \$ 22,520 \$ 43,732 \$ 12,398 258,333 Inter-segment 149,612 30,048 22.520 43,732 12,398 258,333 total \$ 3,562 \$ 4,997 \$ (3,052)(14,131)(2,930)Operating income (loss) 5,742 \$ \$ (43)\$ Identifiable assets \$ 111,675 11,281 13,472 \$ 32,493 \$ 7,485 \$ 112,887 289,325 (1,425)Depreciation (5,380)(606)(542)(1,435)(245)(9,665)For the year ended March 31, 2012 Net sales: \$ Outside customers 155,130 \$ 29,910 \$ 24,242 \$ 45,486 \$ 15,534 \$ \$ 270,335 Inter-segment total 155,130 29,910 24,242 45,486 15,534 270,335 4,359 \$ 3,232 138 (3,977)Operating income (loss) 10,505 \$ \$ \$ \$ \$ (14,152) 138 Identifiable assets \$ 102,945 \$ 12,812 \$ 14,843 \$ 33,599 \$ 7,390 \$ 113,450 285,072 (1,808)Depreciation (6,677)(627)(766)(1,510)(340)(11,749)

The company-wide assets are surplus funds such as cash, time deposits and securities etc that are not belonging to individual reporting segment.

^{*1 &#}x27;Others' is a business segment not included in the reporting segments such as Component business etc.

^{*2} Reconciliations of operating income (loss) include company-wide expenses not distributed to individual reporting segment. The company-wide expenses are principally general expenses not belonging to reporting segments.

Reconciliations of assets include company-wide assets not distributed to each reporting segment.

^{*3} Segmentations by geographical area are omitted as the sales for the domestic customers exceeds 90% of consolidated net sales.