

A.D.Works Co., Ltd. IR Briefing Materials: The Third Quarter of the Year Ending March 31, 2015

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I - Overview of the First Three Quarters of the Year Ending March 31, 2015

1. Summary of the First Three Quarters of the Year Ending March 31, 2015



Sales of 21 properties were completed during the first three quarters of the year.

 \Rightarrow Sales were 56.1% and ordinary income was 61.2% relative to the targets in the full-year consolidated performance plan.



We are focused on activities for acquisition of revenuegenerating real estate in Japan and the United States. \Rightarrow 6.654 billion yen of properties were acquired during the first three quarters.



During the first 3Q, the average balance of revenuegenerating real estate was 11.203 billion yen.

 \Rightarrow The balance increased by 75.8% from the balance during the previous first 3Q.

2. Consolidated PL Summary (Year-on-Year Comparison)

(Units: Millions yen)		cember 31, 2013) (ended December		31, 2014)	Change from previous year
	Amount	% of sales	Amount	% of sales	
Sales	9,345	100.0%	7,122	100.0%	-23.8%
Gross profit	1,745	18.7%	1,631	22.9%	-6.5%
SG & A	1,052	11.3%	1,199	16.8%	+13.9%
EBITDA	709	7.6%	455	6.4%	-35.8%
Operating income	692	7.4%	432	6.1%	-37.6%
Ordinary income	425	4.6%	306	4.3%	-28.1%
Net income	256	2.8%	186	2.6%	-27.4%

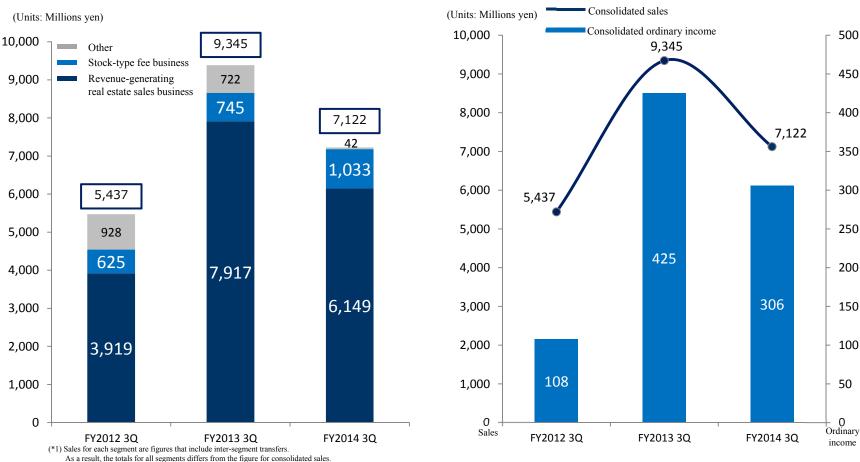
Points

- 1- Sales were down 23.8% YoY, however the drop in gross profit on sales was limited to 6.5% as a result of contributions from growing rental revenue.
- 2- In addition to increases in rents for expanded portions, there was an increase in expenses, including advance investment in personnel, due to the expanding size of our business.



3. Consolidated Results

Changes in consolidated sales (by business area)



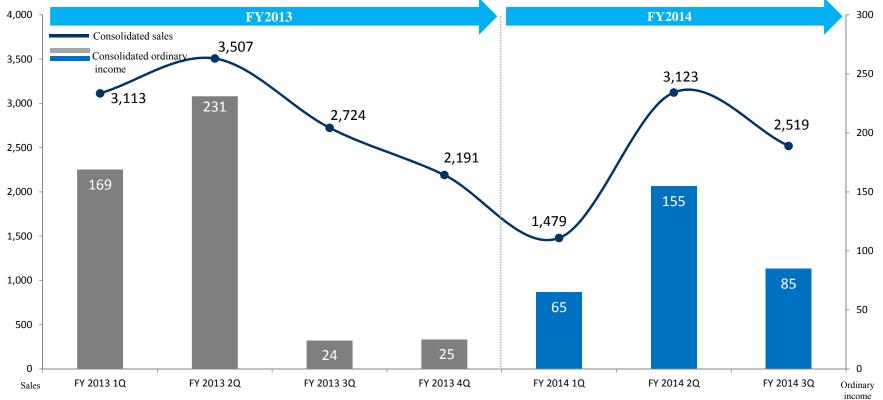
Changes in consolidated sales and

ordinary income

Sales and income both grew steadily, in accordance with the plan from the start of the year.

4. Changes in Consolidated Quarterly Results

Changes in consolidated quarterly results

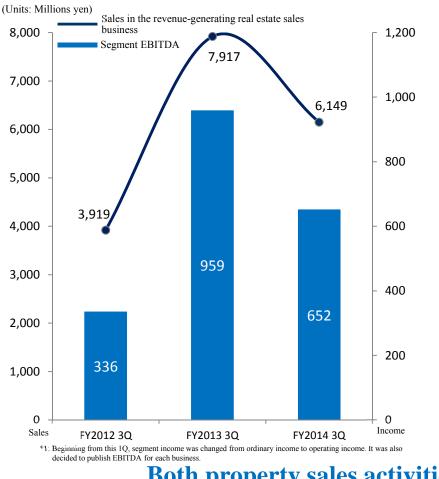


One characteristic of this business is that quarterly results will fluctuate largely depending on the timing of property sales.

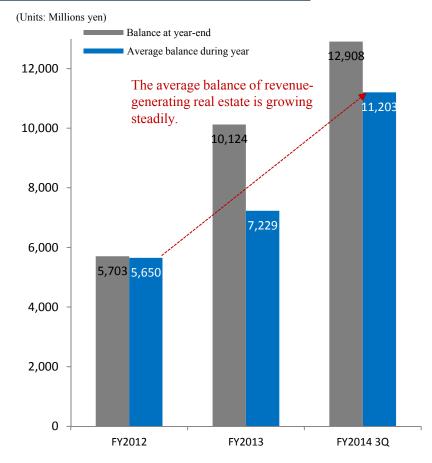
There are no particular seasonal variation factors, and property sales are determined entirely by our company's plans.

5. Main Business Areas (1): Overview of the revenue-generating real estate sales business

Changes in revenue-generating real estate sales business results

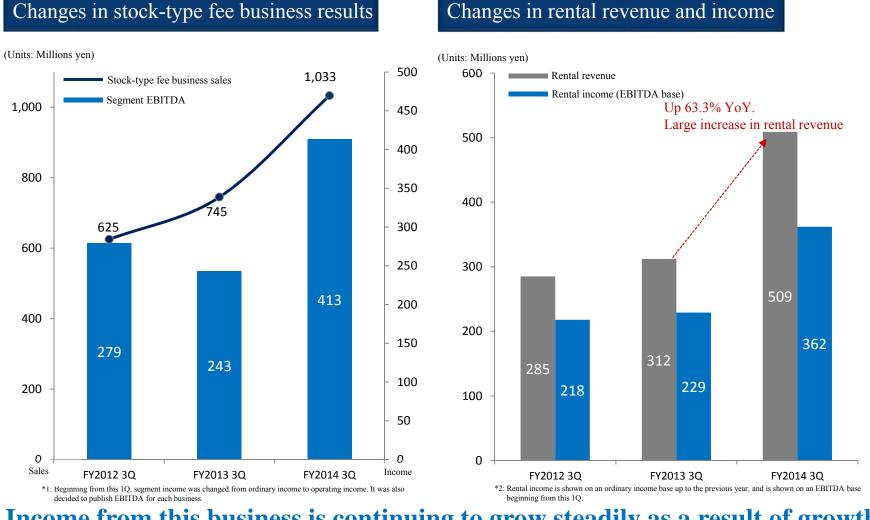


Changes in balance of revenuegenerating real estate



Both property sales activities and acquisition activities are proceeding generally according to plan.

6. Main Business Areas (2): Overview of the stock-type fee business



Changes in rental revenue and income

Income from this business is continuing to grow steadily as a result of growth in rental revenue.

7. Consolidated B/S Summary

Summary of main B/S item

(Units: Millions yen)

			(Onits. Winnons yen)
	End of fiscal year ended March 31, 2013	End of fiscal year ended March 31, 2014	End of 3Q ended Dec. 31, 2014
	1st rights offering (non-commitment type): Procured approx. 500 million yen in funds.	2nd rights offering (commitment type): Procured approx. 2.2 billion yen in funds.	
Revenue-generating real estate held for sale	5,703	10,124	12,908
Interest-bearing liabilities	5,006	7,483	9,544
Net assets	2,896	5,496	5,330
Total assets	9,117	14,274	16,150

Note: The above figure for "revenue-generating real estate held for sale" includes properties which are listed in the balance sheet under "properties for sale in process" and properties which are listed under "fixed assets".



II - Consolidated Results Plan (Fiscal Year Ending March 31, 2015)

8. Consolidated Results Plan (Fiscal Year Ending March 31, 2015)

Fourth Mid-range Business Plan (FY2015 – FY2017)

(Units: Millions yen) Year ended March 31, Year ending March 31, Year ending March 31, Year ending March 31, 2014 (Results) 2015 (Planned) 2016 (Planned) 2017 (Planned) 11,537 12,700 13,910 Consolidated sales 15,120 Consolidated 1,170 813 787 935 **EBITDA** Consolidated 450 800 500 **600** ordinary income Consolidated ROE 6.0% 7.5% 4.9% 5.3% (at year end)

Note: Consolidated EBITDA (Earnings Before Interest, Taxes, Depreciation, and Amortization) is calculated as the sum of consolidated operating income and depreciation, amortization, etc. Depreciation and amortization, etc. includes depreciation, software amortization, amortization of goodwill, and other expenses which do not involve cash disbursement.

Progress at the end of the first three quarters is 56.1% for sales and 61.2% for operating income. There are no changes to the full-year consolidated results plan for the year ending March 31, 2015.

9. Fourth Mid-range Business Plan: Guidance

Guidance concerning the (average) balance of revenue-generating real estate

			3Q of the year ending March 31, 2015 (Results)	Year ending March 31, 2017 (Planned)	
		Balance of revenue- generating real estate held for short-term sale (average balance)	4,734	6,500	
Guid	dance	Balance of revenue- generating real estate held for mid- and long-term sale (average balance)	5,227	8,500	

We are making steady progress with regards to the guidance for the balance of revenue-generating real estate 3 years in the future. We will continue to focus on building up the balance of revenue-generating real estate.



III – Progress of the CRM Strategy

10. CRM Strategy (1): Expansion of the Owners' Club

Expansion of the owners' club

One year after the launch of the owners' club, we changed the name of the club from "torch" to "Royaltorch" to reflect the higher grade of services provided to meet the needs which were communicated to us by our customers (property owners).





11. CRM Strategy (2): Expansion of the Owners' Club

Towards providing higher-grade and more extensive services

1 Exclusive private consultants

- \rightarrow Function to strengthen relationships with members.
- → Utilize the valuable opinions received from owners in order to provide a higher grade of services.

2 Support for the creation of real estate investment strategies

- → Personalized support for creation of real estate investment strategies to suit individual needs and market conditions.
- \rightarrow Additional support is provided by valuations using the "IE Dock" real estate business diagnosis system that was developed by our company.

3 Provide opportunities for communication among members

- \rightarrow Many members participate in the seminars and gatherings that are held throughout the year.
- \rightarrow Also used as opportunities for communication among members.



IV - Reference Materials (Company Profile, Shareholder Composition, Trends in Consolidated Results)

IV-1. Company Profile

Company name:	A.D.Works Co., Ltd.	A.D.Works Co., Ltd.		
□ Headquarters:	13th Fl., NBF Hibiya B	13th Fl., NBF Hibiya Bldg., 1-1-7, Uchisaiwai-cho, Chiyoda-ku, Tokyo		
Establishment:	Founded February 1886	6. Incorporated May 1936.		
C apital:	1,937,740,000 yen (as c	of the end of December 2014)		
Listed:	October 2007 (Tokyo S	tock Exchange JASDAQ: 3250)		
□ Subsidiaries:	A.D.Partners Co., Ltd. (property management)A.D.Estate Co., Ltd. (property development, etc.)ADW-No.1 LLC (revenue-generating real estate business in USA)ADW Management USA, Inc. (property management in USA)			
Employees:	91 consolidated (as of the end of December 2014)			
Officials:	Hideo TanakaPresident and CEOSyogo YonetsuExecutive Vice PresidentKatsutoshi HosoyaSenior Managing Director and CFONobuhiko TojiManaging DirectorMasanori HondaManaging Director (outside)Tamio HarakawaStatutory Auditor (full-time, outside)Takashi EbinaStatutory Auditor (part-time, outside)Ryosuke SuzukiStatutory Auditor (part-time, outside)Kanji IguchiStatutory Auditor (part-time, outside)			

IV-2. Shareholder Composition (based on preliminary information as of Dec. 31, 2014)

Number of issued shares / Number of shareholders

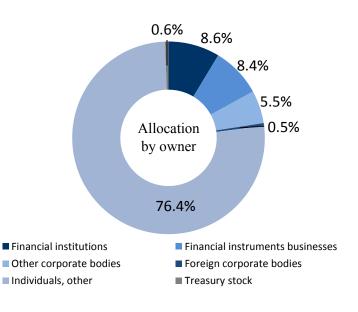
Number of issued shares: 223,876,000

Number of shareholders: 13,234

Major shareholders

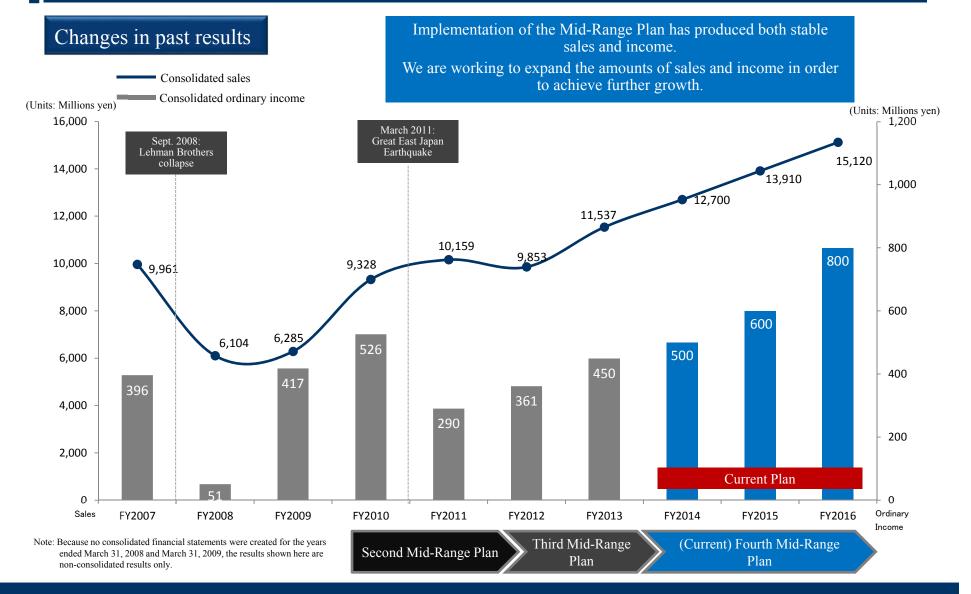
		Number of shares	Share ratio (%)
1	Hideo Tanaka (Our company President and CEO)	47,217,600	21.09%
2	Japan Securities Finance Co., Ltd.	10,027,200	4.48%
3	Liberty House Co., Ltd.	9,416,000	4.21%
4	The Master Trust Bank of Japan, Ltd. (BIP Trust Account•75695)	7,782,300	3.48%
5	SBI Securities Co.,Ltd.	7,486,200	3.34%
6	Matsui Securities Co., Ltd.	3,251,900	1.45%
7	Rakuten Securities, Inc.	2,010,000	0.90%
8	Individual shareholder	1,620,400	0.72%
9	IwaiCosmo Securities Co., Ltd.	1,566,000	0.70%
10	The Master Trust Bank of Japan, Ltd. (Stock grants ESOP Trust Account •75595)	1,534,000	0.69%

Allocation by owner (share ratio)





IV-3. Past Results



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IV-4. Changes in Consolidated Results (Summary)

				(Units	: Millions yen)
	Year ended March 31, 2010 (Results)	Year ended March 31, 2011 (Results)	Year ended March 31, 2012 (Results)	Year ended March 31, 2013 (Results)	Year ended March 31, 2014 (Results)
Consolidated sales	6,285	9,328	10,159	9,853	11,537
Consolidated ordinary income	417	526	290	361	450
Consolidated net income	220	300	140	216	270
Net assets	1,835	2,132	2,205	2,896	5,496
Total assets	6,666	8,537	6,258	9,117	14,274
Total revenue-generating real estate balance (at year end)	4,416	6,114	3,810	5,703	10,124
Rental revenue (sales)	235	407	380	416	460
Rental revenue / sales ratio (%)	3.8	4.4	3.7	4.2	4.0
Employees (persons)	38	44	53	59.5	67



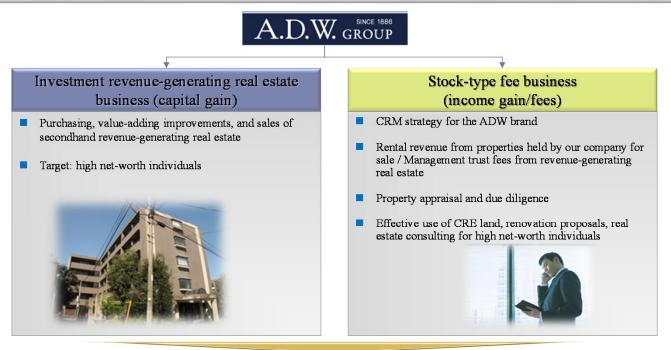
V - Reference Materials

(Characteristics of the A.D.W. Group Business Model)

V-1. Business Segments

Main business foundation of the A.D.W. Group

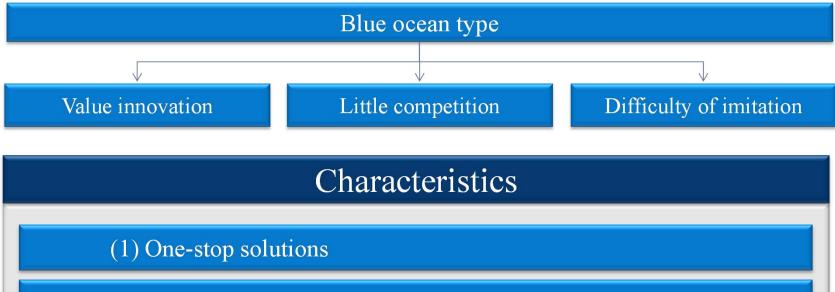
Business related to investment revenue-generating real estate for high net-worth individuals – an area of high liquidity, stable rental revenue, and relatively low risk of a decline in value



Targeting high net-worth individuals One-stop solutions Blue ocean type model

V-2. Organization of the A.D.W. Group Business Model

Business model characteristics



(2) Broad-ranging competitive superiority and social significance

(3) Expected to pursuit of a stable profit structure

Aiming to create an "only-one business model" that is completely different from the conventional property-focused real estate concept

V-3. Business Model Characteristics (1)

(1) One-stop solutions

Business of revenue-generating real estate for high net-worth individuals	Owner	Revenue
(1) Analysis of investment opportunities based on information from brokers	Individual	
(2) Purchases from former owners via brokers		
(3) Value-adding improvements to properties held by our company	A.D.W.	Income gain
(4) Obtaining high returns (short term, long term) during the period when the properties are held	7 1.12. **.	
(5) Sale to new owners via brokers		Capital gain
(6) PM for properties held by new owners	Individual	Various fees
(7) Consulting for new owners		

V-4. Business Model Characteristics (2)

(2) Broad-ranging competitive superiority and social significance

Information strength	 Direct access to approximately 3,000 persons engaged in brokerage Preferential supply of information from brokers due to the trustworthiness that comes from being a listed company
Dependable exit	• Existence of a dependable exit provided by high net-worth individuals
Value-adding strength	 Renovation strength for enhancing product value aimed at increasing rents and lowering vacancy rates Improvement in property value through regeneration as legally compliant properties
Rapid decision-making	• Quick decision-making for early monetization
High reliability	• Eliminating the problem of asymmetrical information which is often an issue with secondhand properties
Strong relationships with owners	• Because our company is involved as a one-stop service, new owners are able to buy with a high degree of trust. We provide PM and consulting after sales (CRM strategy).

Social significance

V-5. Target Clients: High Net-Worth Individuals

From before the Lehman Brothers collapse to the present

Before Lehman Brothers collapse

- Business for high net-worth individuals
- Business for funds and other professionals

After Lehman Brothers collapse

Focus on business for high net-worth individuals

Reasons why A.D.W. is focusing on business aimed at high net-worth individuals

- Existence of demand for buying revenue-generating real estate that are not affected by changes in economic conditions
- Banks' financing approach for high net-worth individuals is relatively unaffected even under poor economic conditions
- Because rents from residential revenue-generating real estate are stable, price collapse is unlikely.
- Small (approx. 300 million yen or less) residential revenue-generating real estate can be easily converted to cash even under poor economic conditions.

The stability of our business is high because A.D.W. specializes in business targeting high net-worth individuals – a market where a certain level of transaction demand exists even in difficult business environments and regardless of the economic conditions.

V-6. Business Model Characteristics (3)

(3) Pursuit of a stable profit structure

Holding

Sale

Acquisit Due to the 12 trillion yen stock of revenue-generating real estate in the Tokyo Metropolitan Area, the potential of the market is not being fully utilized and there are many opportunities for acquiring properties.

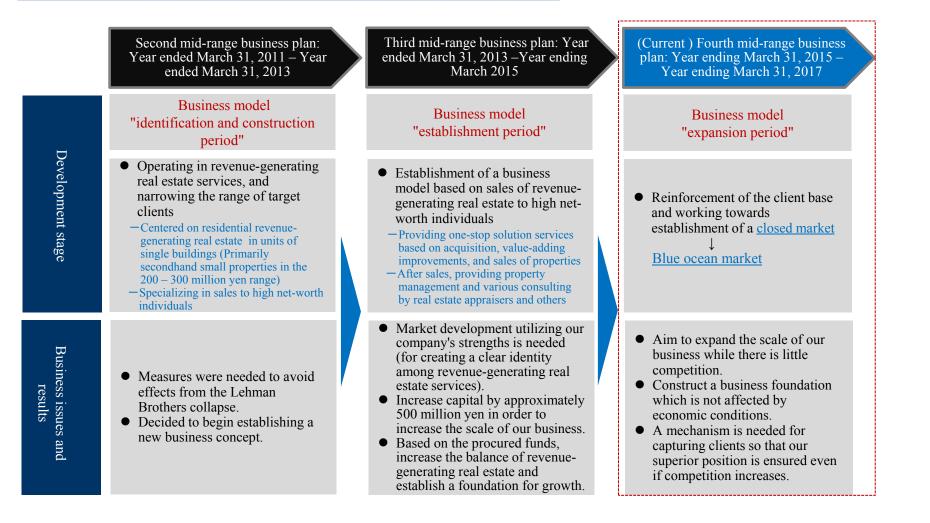
*Source: Size of the revenue-generating properties market in the Tokyo Metropolitan Area was calculated by our company based on the "Overview of the Japan Real Estate Investment Market 2012" from Nomura Research Institute, "Land Assets by Prefecture (FY 2011)" from the Economic and Social Research Institute (Cabinet Office, Government of Japan), and "Urban Area Price Indexes" from the Japan Real Estate Institute.

We can establish a stable profit base by increasing our balance of revenue-generating real estate.

The nature of revenue-generating real estate ensures liquidity even under poor economic conditions, allowing assets to be quickly monetized.

V-7. Changes to the Mid-Range Business Plan

Changes from the second and third plans (summary)





VI - Reference Materials (Issues and Specific Strategies)

VI-1. Background of the Fourth Mid-range Business Plan (1): Business Environment

Analy	vsis of the external business environment (PES)	
	Opportunities (O)	Threats (T)
Politics (P)	 Bold financial policies (expanding yield gap) (Growing real estate investment needs) Stronger property taxation (Growing needs for tax liability reduction measures, particularly among high net-worth individuals) 	 Failure of reflation policies (Rising interest rates, falling rents and land values) Rising trend in real estate prices (Soaring real estate prices diminish yields and reduce investment-grade real estate.) Unexpected overseas events (May affect the stock market and real estate markets.)
Economy (E)	 Expected rise in real estate values and rents resulting from the 2020 Olympics (Awakening of potential needs for real estate investment) Increasing real estate investment as a hedge against inflation (Growing real estate investment needs) 	 Rise in real estate prices resulting from the 2020 Olympics and economic recovery (Lower yields, reduction of investment-grade real estate, intensifying competition for acquisitions) Cooling of investment sentiment due to rising interest rates (Limited effect on high net-worth individuals) Intensifying competition for acquisitions due to more companies entering the market (More individuals and companies targeting smaller properties where economic risk is low)
Society (S)	 Population growth in the Tokyo Metropolitan Area (continuing to 2020) (Essential for investment and also advantageous for leasing) Inflow of overseas real estate investment money (Overseas valuation of Japan, prosperity of the domestic real estate market) 	 Long-term aging of population and population decline (Effects on rental real estate due to population decline) Rapid rise in real estate prices caused by inflow of overseas money (Lower yields, reduction of investment-grade real estate, intensifying competition for acquisitions)

Although investment needs are growing, it is expected that the environment for acquisition of investment-grade real estate will become more difficult.

VI-2. Background of the Fourth Mid-range Business Plan (2): Strengths of A.D. Works

Self analysis (VRIO)
Differentiated economy Value	 Information network: We operate a direct information network with links to more than 3,000 sales persons at brokers, trust banks, and other agencies engaged in real estate brokerage. Property-finding ability: We have the assessment capability necessary to identify properties with high profitability prospects from vast amounts of real estate information. Ensuring information transparency: We have created a system in which our company is the buyer and can ensure the transparency and reliability of property information in a way only possible from the seller's perspective
Rarity	 <u>Ability to select products and procure funds</u>: Among listed companies with funds procurement ability, we are the only company specialized in smaller properties of residential revenue-generating real estate (average 200 – 300 million yen per property). At the same time, our business model is different from unlisted companies with limited funding ability that engage in transient and one-off deals. <u>Original AD business model</u>: There are few real estate consulting companies or property management (PM) companies which own revenue-generating real estate on their own positions. (Consulting and PM are generally service industries which do not require funding ability.)
Inimitability	 <u>Access to high net-worth individuals</u>: Through sales of revenue-generating real estate to high net-worth individuals and continual contracted PM from the seller's perspective after the sale, we have developed customers with whom we have constructed strong relationships over the 7 years since we were first listed. <u>Deepening of the AD business model</u>: We provide completely private consulting on a lifetime basis that allows us to identify customer potential and future needs. <u>Time and profitability</u>: Large corporations which are focused on efficiency and profitability face a mobility barrier that prevents effective synergy with their main business.
Organization	 Internal organization focused on identifying needs: All steps from property selection through acquisition and sale are supervised by a single sales staff, resulting in a system that allows us to better identify customer needs, including prices. (This is also effective as our company's exit strategy.) Establishment of a Group system for CRM: We have strengthened our one-stop solutions system and created a complete consulting business centered on real estate investment. Our system is able to achieve a balance of high added-value and low prices (income from property sales combined with services for PM and through the owners' club "torch").

We require a strategy for extending our company's strengths while at the same time continuing to put these strengths to their best possible use.

VI-3. Background of the Fourth Mid-range Business Plan (3): Target Customers

Reasons for specializing in high net-worth individuals

Size of the high net-worth individual market: 760,000 households, total net financial assets 144 trillion yen (as of 2011) With the aging population, there will be growing need for inheritance strategies using wills and gift inter vivos, and the size of the high net-worth individual market is expected to grow.

Source: Nomura Research Institute, "Results from NRI Questionnaire Survey of High Net-Worth Individuals" (November 2012)

External environment (economy)	 Buying needs for revenue-generating real estate are always present and are not affected by changes in the economy. The attitude of banks regarding loans to high-net worth individuals remains relatively unaffected even during economic downturns.
Customer needs	 High net-worth individuals always maintain a broad range of needs for active real estate investments. Needs include additional investment and review for real estate management, revisions in tax law and other laws, and inheritance strategies due to the retirement of the baby-boom generation.
Attraction of the A.D.W. business model to high net-worth individuals	 There are many real estate agencies which operate on a "property-based" or "service-based" concept, however we are expanding our business by focusing on a "needs-based" concept. The fundamentals are focusing on owner relations, offering suitable solutions, and providing long-term support. ⇒ We have established a business model that constructs strong relationships with high net-worth individuals.

The market for high net-worth individuals will remain highly promising and attractive into the future.

VI-4. Background of the Fourth Mid-range Business Plan (4): Competition

Competition analysis (excerpt from 5 Forces)	
Competition in the market	 There are no other specialized listed companies that are focused on smaller revenue-generating real estate and high net-worth individuals. We will address potential competition for acquisitions by expanding the range of acquired properties, selected appropriately according to the economic conditions. <strong economic="" periods=""> Expand selections to include properties that require work for commercialization (renovations, operating rate improvements) in order to acquire business opportunities. <weak economic="" periods=""> Lower the contention rate with individuals and small and mid-sized real estate agents, and increase business opportunities with ordinary properties.</weak>
Entry risks	 Because the AD business model is based on constructing relationships with owners, it would be difficult to emulate in a short time. Entry of major brokerage firms: These firms prioritize their fee business and real entry is currently limited. Entry of major real estate companies: Due to limited synergy with their main business, at present there is no organized move to enter the market.
Comparing the stance of our company and other companies	 Ordinary real estate agents: Selling products and services on a "property-based" or "service-based" concept Stance is dedicated to property sales (focusing on large-volume sales and efficiency, or on transient deals) A.D.Works: Main business is consulting focused on a "needs-based" concept Because we sell properties as investment products, our stance is to provide long-term support after the sale (obtain business opportunities over a long timeframe).

Execute a full-scale "closed market strategy" in expectation of a more difficult future competition environment.

VI-5. Strategy (1): Business in the United States (California)

Background behind investment in US real estate

Growing recognition of the advantages of US real estate investments is producing significant investment needs among high networth individuals in Japan.

[Business opportunities from the politics (P) perspective]

- Bank of Japan monetary policy that is bringing the period of the high yen period to an end
- Increasing needs for tax-reduction strategies due to the rise in the top income tax rate

[Business opportunities from the economics (E) perspective]

- Strong growth forecast for the US economy
- Creation of mortgage loans aimed at Japanese clients
- Increase in real estate investment as a hedge against inflation

[Business opportunities from the society (S) perspective]

- Forecast for continued US population growth
- Insufficient new housing supply in the US (continuing lack of sufficient rental housing)

Action plan

- Full-scale sales to domestic high networth individuals in Japan
- ⇒ Apply the Japan business model to the US. In addition to property sales, also add PM companies to the Group and provide fine-tuned support.
 = Aim for feelings of dependability and trust regarding overseas real estate investment.
- Utilizing links with financial institutions, tax accountant offices, and other agencies to search for new customers
- ⇒ We have concluded that links with other agencies, in addition to links with real estate brokers, are effective when searching for high net-worth individuals with overseas investment needs.



THE FE

Pearl Street, Los Angeles

Redondo Beach, Torrance

VI-6. Strategy (2): Positioning of Property Management

Property management (PM) in the A.D.W. Group

Characteristics Our property management services are specialized for secondhand single-building revenue-generating real estate (residential small and medium-sized buildings).

Provided services Owners are primarily high net-worth individuals. Services are intended for long-term ownership rather than short-term sale.

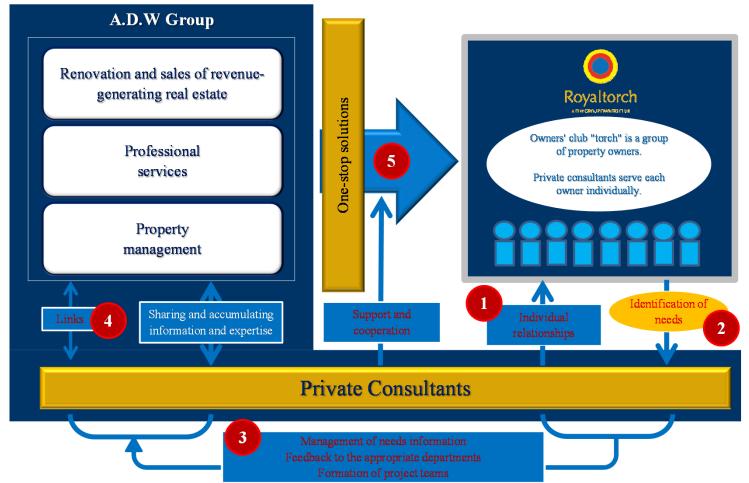
Positioning in Group Beginning with property sales, PM is an important point of contact with the owners that can lead to life-long business.

In carrying out the Group CRM strategy, we construct effective links with private consultants, and this strategy plays a part in our plan to create a closed market, aiming for a balance of high added-value and low price.



VI-7. Strategy (3): System for Execution of the CRM Strategy

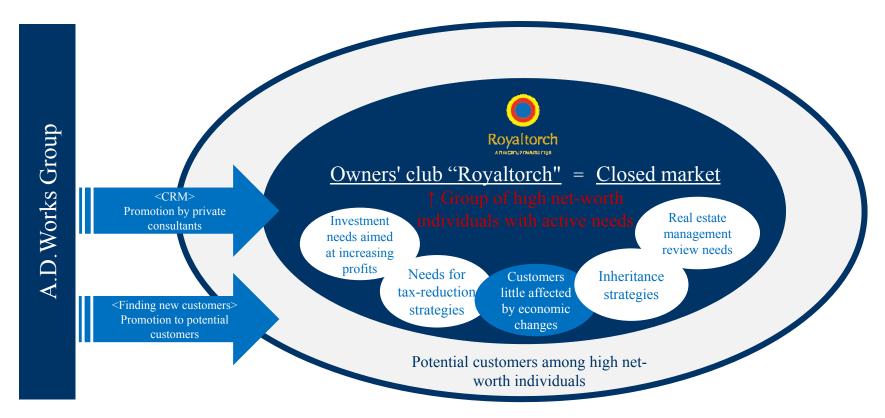
Group system



The CRM strategy is carried out in all parts of the Group as we aim for the rapid creation of a closed market.

VI-8. Strategy (4): Potential Needs and Creation of a Closed Market

A.D.W. Group independent market with active needs



We are creating an independent, attractive market by focusing on awakening needs among our target customers – high net-worth individuals who are little affected by economic changes. (At present, the size of this market is estimated at approximately 50 billion yen or more, and is expected to grow at the pace of 10 – 20 billion yen per year.) VI-9. Objectives of the Fourth Mid-range Business Plan

Objectives to be achieved through the mid-range business plan

Main objective

Apply the AD business model to create a <u>blue ocean market</u>.

↑ The A.D.Works definition of a blue ocean market is the following.
 Definition 1: The market is growing.
 Definition 2: There will continue to be large barriers to future market entry.

Achieve both the **provision of high added-value to customers** and **lower costs**, and increase our competitive superiority while creating an independent and attractive market, in order to **put us on the path to full-scale growth.**



VII – Reference Materials (The Fourth Mid-Range Business Plan)

VII-1. Basic Policy and Specific Measures in the Fourth Mid-Range Business Plan

Basic policy in the Fourth Mid-Range Business Plan

Shift to a stable income model.

I. Expand the scale of our business and stabilize the profit base.

Basic policy

II. Apply the AD business model to create a closed market.

Key measures

Add to the balance of revenue-generating real estate.

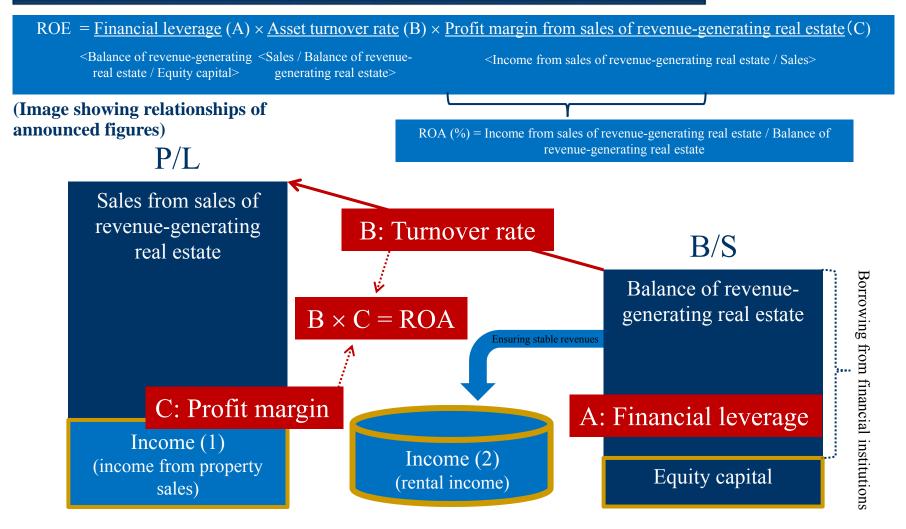
Specific measures

Provide high added-value to owners (customers) and reduce costs.

Establish a unique position in the real estate industry.

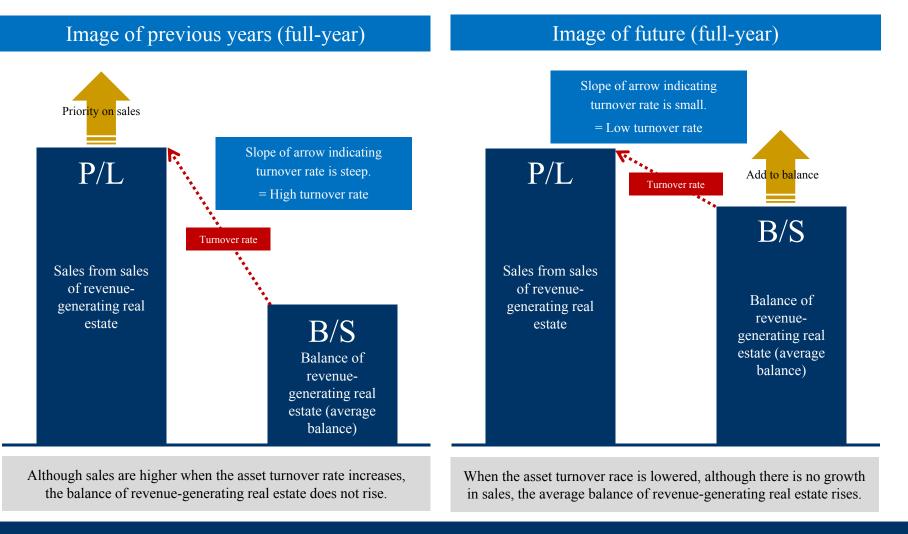
VII-2. Relationships of Announced Figures (1)

Relationships of figures and indexes announced by the A.D.W. Group



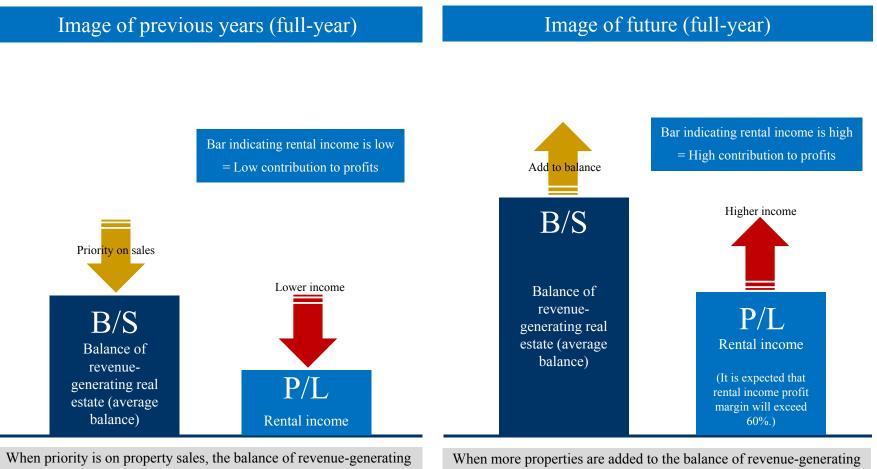
VII-3. Relationships of Announced Figures (2)

Relationship between balance of revenue-generating real estate and turnover rate



VII-4. Relationships of Announced Figures (3)

Relationship between balance of revenue-generating real estate and rental income



When priority is on property sales, the balance of revenue-generating real estate does not rise and rental income decreases, reducing the contribution to overall income. When more properties are added to the balance of revenue-generating real estate, rental income increases, increasing the contribution to overall income.



These materials were created in order to provide an understanding of the A.D.W. Group. They are not intended to solicit investment in our company. The future forecasts contained in these materials were determined based on the information available at the present time, and include many uncertain elements. Please understand that actual results may differ from the forecasts here due to changes in a wide variety of factors.

The overall business objectives of the Group are announced in the form of plans. The plans of our company are targets for our business, and are different from "forecasts and predictions" that are calculated rationally based on highly accurate information. A.D.W. announces predicted progress for each quarter in the form of "forecasts" that are updated as needed. These are based on highly accurate information concerning the group and information that we judge to be rational.

The data contained in these materials contains publically-available information that we judge to be trustworthy and accurate, however our company does not guarantee the accuracy and correctness of this information.

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