

A.D.Works Co., Ltd. IR Briefing Materials: The First Quarter of the Year Ending March 31, 2016

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I - Overview of the First Quarter of the Year Ending March 31, 2016

1. Summary of the First Quarter of the Year Ending March 31, 2016

This first quarter saw a large increase in income compared with the first quarter of the previous year.

Topic **1**

Progress relative to the full-year plan is 37.0% for sales and 41.5% for ordinary income. Progress is on a pace exceeding a quarterly allocation (25%) of the full-year plan.

Торіс **2**

We sold 13 properties (Japan: 12, overseas: 1) during this first quarter. We have made a good start on prioritizing sales during this fiscal year.



The average balance of income properties was 12.775 billion yen, an increase of 20.4% year-on-year.

Acquisitions were 2.878 billion yen (an increase of 108.9% year-onyear).

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

	FY2014 1Q (ended June 30, 2014)		FY2015 1Q (ended June 30, 2015)		Change from previous year
(Units: Millions yen)	Amount	% of sales	Amount	% of sales	
Sales	1,479	100.0%	4,589	100.0%	+210.2%
Gross profit	426	28.8%	853	18.6%	+100.2%
SG & A	318	21.5%	559	12.2%	+75.8%
EBITDA	114	7.7%	306	6.7%	+167.2%
Operating income	108	7.3%	294	6.4%	+171.8%
Ordinary income	65	4.4%	248	5.4%	+280.6%
Net income	36	2.5%	162	3.5%	+340.3%

Points

- 1. Increase in ordinary income: Despite a lower gross profit margin on each property compared with the same period of the previous year, ordinary income was approximately 3.8x higher due to strong sales and an increase in rental revenue.
- 2. Higher SG&A: This was the result of active efforts, primarily hiring of personnel, in preparation for expansion of our business

* Depending on the developed property, the profit margin may be higher in some cases. The reason that the gross profit margin was down in the first quarter of this year is that the properties sold during the first quarter of the previous year included development properties with high profit margins.



3. Consolidated Results

Changes in consolidated sales (by business area)



Changes in consolidated sales and ordinary income



As a result, the total for all segments differs from the figure for consolidated sales.

Both sales and ordinary income showed large year-on-year growth.

4. Changes in Consolidated Quarterly Results

Changes in consolidated quarterly results



One characteristic of our business is that quarterly results fluctuate largely depending on the timing of property sale (= payment)

5. Main Business Areas (1): Overview of the income property sales business



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



Rental revenue is increasing steadily.

The profit margin on rental income (EBITDA margin) remains at a high level.

7. Consolidated B/S Summary

Summary of main B/S items

(Units: Millions yen)

			(chits: minoris yeir)
	End of fiscal year ended March 31, 2014	End of fiscal year ended March 31, 2015	End of 1Q ended June 30, 2015
	2nd rights offering (commitment type): Procured approx. 2.2 billion yen in funds.		
Income properties held for sale	10,124	12,931	12,642
Interest-bearing liabilities	7,483	9,628	9,391
Net assets	5,496	5,478	5,611
Total assets	14,274	16,681	16,248

Note: The above figure for "Income properties 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, 2016)

(Units: Millions ven)

8. Consolidated Results Plan (Fiscal Year Ending March 31, 2016) (corrected)

Fourth Mid-range Business Plan (FY2014 – FY2016)

	(Units. Willions year			(Units. Willions yen)
	Year ended March 31, 2014 (Results)	Year ended March 31, 2015 (Results)	Year ending March 31, 2016 (Planned)	Year ending March 31, 2017 (Planned)
Consolidated sales	11,537	10,735	12,400	13,600
Consolidated EBITDA	813	791	935	1,170
Consolidated ordinary income	450	540	600	800
Consolidated ROE (at year end)	4.9%	6.1%	6.4%	7.5%

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.

The first quarter results proceeded at a good pace, and we expect the full-year results to be concentrated in the first half of the year.

Progress relative to the full-year plan is 37.0% for sales and 41.5% for ordinary income.

9. Fourth Mid-range Business Plan: Guidance

Guidance concerning the (average) balance of income properties

		Year ended March 31, 2015 (Results)	1Q ended June 30, 2015 (Results)	Year ending March 31, 2017 (Planned) *Final year of the Fourth Mid- Range Business Plan
	Balance of income properties held for short- term sale (average balance)	5,119	5,554	6,500
Guidance	Balance of income properties held for medium- and long-term sale (average)	6,573	7,221	8,500

We are making steady progress with regards to the guidance for the final year of the Fourth Mid-range Business Plan. We will focus not only on short-term property sales, but also on securing rental revenue. We are also actively working to build up the balance of income properties for medium- and long-term sale.



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



III-1. Company Profile

	Company name:	A.D.Works Co., Ltd.			
	Headquarters:	13th Fl., NBF Hibiya Bldg., 1-1-7, Uchisaiwai-cho, Chiyoda-ku, Tokyo			
	Establishment:	Founded February 1886.	Incorporated May 1936.		
	Capital:	1,937,740,000 yen (as of	f the end of June 2015)		
	Listed:		Tokyo Stock Exchange JASDAQ. he Second Section of the Tokyo Stock Exchange.		
	Subsidiaries:	 A.D.Partners Co., Ltd. (property management) A.D.Estate Co., Ltd. (property development, etc.) A.D.Works USA, Inc. (management of USA subsidiaries) ADW-No.1 LLC (income property business in USA) ADW Management USA, Inc. (property management in USA) 			
	Employees:	99 consolidated (as of th	e end of June 2015)		
•	Officials:	99 consolidated (as of the end of June 2015)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)			

III-2. Shareholder Composition (based on preliminary information as of June 30, 2015)

Number of issued shares / Number of shareholders

Number of issued shares: 223,876,000

Number of shareholders: 12,599

Major shareholders

		Number of shares	Share ratio (%)
1	Hideo Tanaka (Our company President and CEO)	47,756,248	21.33%
2	Liberty House Co., Ltd.	9,416,000	4.20%
3	Japan Securities Finance Co., Ltd.	8,682,300	3.87%
4	The Master Trust Bank of Japan, Ltd. (BIP Trust Account•75695)	6,931,238	3.09%
5	SBI Securities Co., Ltd.	4,371,900	1.95%
6	Matsui Securities Co., Ltd.	2,602,000	1.16%
7	Tachibana Securities Co., Ltd.	1,888,900	0.84%
8	Nomura Securities Co., Ltd.	1,566,800	0.69%
9	The Master Trust Bank of Japan, Ltd. (Stock grants ESOP Trust Account •75595)	1,534,000	0.68%
10	Individual shareholder	1,520,000	0.67%

Allocation by owner (share ratio)





III-3. Past Results



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III-4. Changes in Consolidated Results (Summary)

			(Units	: Millions yen)
Year ended March 31, 2011 (Results)	Year ended March 31, 2012 (Results)	Year ended March 31, 2013 (Results)	Year ended March 31, 2014 (Results)	Year ended March 31, 2015 (Results)
9,328	10,159	9,853	11,537	10,735
526	290	361	450	540
300	140	216	270	333
2,132	2,205	2,896	5,496	5,478
8,537	6,258	9,117	14,274	16,681
6,114	3,810	5,703	10,124	12,931
407	380	416	460	717
4.4	3.7	4.2	4.0	6.7
44	53	59.5	68	99
	March 31, 2011 (Results) 9,328 526 300 2,132 8,537 6,114 407 4,4	March 31, 2011 March 31, 2012 (Results) (Results) 9,328 10,159 526 290 526 290 300 140 2,132 2,205 8,537 6,258 6,114 3,810 407 380 4.4 3.7	March 31, 2011March 31, 2012March 31, 2013(Results)(Results)(Results)9,32810,1599,8535262903613001402162,1322,2052,8968,5376,2589,1176,1143,8105,7034073804164.43.74.2	Year ended March 31, 2011Year ended March 31, 2012Year ended March 31, 2013Year ended March 31, 2013Year ended March 31, 2014(Results)(Results)(Results)(Results)(Results)9,32810,1599,85311,5375262903614503001402162702,1322,2052,8965,4968,5376,2589,11714,2746,1143,8105,70310,1244073804164604.43.74.24.0



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

IV-1. Background of the Fourth Mid-Range Business Plan: Domestic Income Property Business (PES Analysis)

Threats (T) Opportunities (O) - Failure of reflation policies **Bold financial policies (expanding the yield gap)** (Rising interest rates, falling rents and land values) (Growing real estate investment needs) Politics · Rising trend in real estate prices **Increasing property taxation** (Soaring real estate prices diminish yields and reduce investment-grade real estate.) (Growing needs for tax liability reduction measures among high net-worth individuals) (\mathbf{J}) Surge in demand prior to the consumption tax hike (10%) · Unexpected overseas events (May affect the stock market and real estate markets.) - Risk of a domestic change in political administration (Slowdown of Bank of Japan monetary easing policies) • Rebound after surge in demand prior to the consumption tax hike (10%) More cautious investment approach and stagnating real estate market in Expected rise in real estate prices and rents resulting from the 2020 view of the post-Olympic period **Olympics** (Declining real estate liquidity, limited effect on high net-worth individuals) (Awakening of potential needs for real estate investment) Economy Cooling of investment sentiment due to bond devaluation or rising interest Increasing real estate investment as a hedge against inflation rates (Growing real estate investment needs) (Limited effect on high net-worth individuals) E Active approach to lending by financial institutions Intensifying competition for acquisitions due to more companies entering the market (Boost to expanding the balance of income properties) (More individuals and companies targeting smaller properties where economic risk is low) **Rising construction costs** (Higher costs for new construction and large-scale renovations, insufficient construction personnel) Population growth in the Tokyo metropolitan area (continuing to 2020) Long-term aging of population and population decline (Essential for investment and also advantageous for leasing) (Effects on rental real estate due to population decline) Inflow of overseas real estate investment money • Rapid rise in real estate prices caused by inflow of overseas money Society (Lower yields, reduction of investment-grade real estate, intensifying competition for (Overseas valuation of Japan, prosperity of the domestic real estate market) acquisitions) Increase in foreign residents in Japan (S)· Risk of an earthquake directly below the Tokyo metropolitan area (Growing need for rental properties) (Severe reduction in attitude toward real estate investment) Construction and redevelopment of city center infrastructure Increase in numbers of large-scale IPOs (Increasing hiring increases the need for rental properties among both corporations and (Downward pressure on stock prices due to negative effects on stock market demand) individuals.) Growing number of high net-worth households due to rising stock prices and IPOs (Growing number of high net-worth individuals increases the customer base.)

We are continually focused on changes in investment needs and the acquisition environment, as well as changes in the real estate market and economic environment.

Threats (T)

IV-2. Background of the Fourth Mid-Range Business Plan: Income Property Business in the U.S. (PES Analysis)

U.S. income property business environment (PES analysis)

Opportunities (O)

s (P)	Japan	 Continuation of the BoJ large-scale monetary easing policy (Further advantages from the weak yen) Revision of domestic taxation policy (Growing need for measures to reduce tax liability among high-net 	Japan	- Stricter monitoring of overseas assets / Tax system revision (Possibility of an increase in taxes on overseas assets)
tic		worth clients)		- Rise in interest rates due to monetary tightening by the FRB
Politics	U.S.	- Steady relaxing of monetary easing policy by the FRB (Long-term stable forecast for the U.S. economy)	U.S.	 (Risk of stagnation in the U.S. economy) Stricter regulation of U.S. real estate owners (Rising barriers to U.S. real estate investment)
Economy (E)	Japan	- Active approach to lending by Japanese financial institutions (Lower interest cost, advantageous loan terms)	Japan	- Overseas entry by Japanese companies (Increased entry into the market by competitors)
			U.S.	- Stagnation of the U.S. economy (Global deflationary crisis)
	U.S.	- Continued economic growth in the United States (An investment environment with good future prospects, even compared to other advanced nations)	Japan/U.S.	 Risk of an interest rate hike (Decline in investment efficiency due to rising interest costs) Violent exchange rate fluctuations (Disruption and instability in the exchange market, increasing exchange risk)
(S)	an	 Exhausting of suitable investment properties as a result of declining domestic population (Demand for overseas real estate investment, promotion of diversified 	Japan	 Sudden changes in exchange rates due to changes in the international situation (Search for risk hedge currencies, review of weaker yen policies)
Society	Japan	 Presence of persons who have lived in the U.S. (Persons with an affinity for the U.S., low barriers) 	S.	 Further inroads into the U.S. by Chinese high net-worth individuals (Rise in real estate prices)
	U.S.	 Continuing U.S. population growth / Insufficient supply of new properties (Stable and increasing rental revenues) 	U.S.	 Geopolitical risks (Safety concerns resulting from higher conflict risk) Manifestation of U.S. earthquake risk (Diminished advantage to diversification of investment from Japan)

In addition to the business potential of the U.S., there is also the function as a risk hedge for the domestic business against changes in the Japan business environment.

IV-3. Background of the Fourth Mid-range Business Plan: 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 income properties 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.

IV-4. Background of the Fourth Mid-range Business Plan: Competition

Competition analysis (excerpt from 5 Forces)				
Competition in the market	 There are no other specialized listed companies that are focused on smaller income properties 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.

IV-5. Business Strategy: Organizing Our Company's Strengths

Self-analysis (VRIO)

Differentiated economy Value	 Long-term business relationships with owners (clients): We are dedicated to a complete consulting model focused on real- estate investment. Through the "Royaltorch" owners' club, we provide high added value to owners and achieve lower costs based on long- term business relationships. 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. Appraisal and information transparency: Aiming to improve profitability from the standpoint of the buyers, we exercise our appraisal ability to identify properties that meet the needs of high net-worth individuals, and at the same time ensure the transparency and reliability of property information from the standpoint of the seller.
Rarity	 Original AD business model: There are few real estate consulting companies or property management (PM) companies which own income properties on their own positions. (Consulting and PM are generally service industries which do not require funding ability.) Application of the AD business model in the U.S.: There are few companies which can provide one-stop services for sales of U.S. income property investment to Japanese high net-worth individuals. Ability to select products and procure funds: Among listed companies with funds procurement ability, we are the only company specialized in smaller residential income properties (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.
Inimitability	 <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 <u>Brand consulting:</u> We are constructing strong relationships with the high net-worth individuals who are our clients. As we identify the potential needs and future needs of these clients, we are providing complete private consulting over our clients' lifetimes.
Organization	 <u>A business system capable of flexible responses:</u> Based on the entrepreneurial spirit, our business decision-making is focused on speed and strategic thinking. <u>Internal organization focused on identifying needs:</u> 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.)

Our greatest strength is the ability to balance providing high added value to owners while achieving lower costs based on long-term business relationships.

IV-6. Basic Policy and Specific Measures in the Fourth Mid-Range Business Plan

Basic policy in the Fourth Mid-Range Business Plan

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 income properties.

Shift to a stable income model.

Specific measures

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

Establish a unique position in the real estate industry.

IV-7. Relationships of Announced Figures

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



IV-8. Business Strategy: Evolving the AD Business Model



Providing high added value to the owners (clients)

Creating long-term business relationships with the owners (clients)

Achieving lower owner (customer) costs based on long-term business relationships

> Good cycle results of the AD business model

We can <u>establish a unique position</u> in the real estate industry.

IV-9. Business Strategy: Expanding the Scale of Business and Shifting to a Stable Profit Model

Relationship between balance of income properties and rental income



When more properties are added to the balance of income properties, rental income increases, increasing the contribution to overall income. The impact of rental revenue on profits is growing. We are steadily transitioning to a stable profit model.



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 income properties 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



Characteristics

(1) One-stop solutions

(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 income properties 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	A.D. W.	
(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

 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 	
• Existence of a dependable exit provided by high net-worth individuals	
 Renovation strength for enhancing product value aimed at increasing rents and lowering vacancy rates Improvement in property value through regeneration as legally compliant properties 	
• Quick decision-making for early monetization	
• Eliminating the problem of asymmetrical information which is often an issue with secondhand properties	
• 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 income properties that is 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 income properties are stable, price collapse is unlikely.
- Small (approx. 300 million yen or less) residential income properties 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

Acquise Due to the 12 trillion yen stock of income properties 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 income 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 income properties.

The nature of income properties 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)





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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