

Consolidated Financial Summary for the Second Quarter of Fiscal Year Ending March 31, 2021 (Six Months Ended September 30, 2020)

[Japanese GAAP]

November 10, 2020

Company name: With us Corporation Stock listed on TSE JASDAQ

Stock code: 9696 URL: http://www.with-us.co.jp/

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(All amounts are rounded down to the nearest million yen.)

1. Consolidated financial results for the six months ended September 30, 2020 (April 1, 2020 - September 30, 2020)

(1) Consolidated business results

(The percentages represent year-on-year changes) Profit attributable to Ordinary profit

	Net sales		Operating	ng profit Ordi		Ordinary profit		parent
	Million yen	%	Million yen	%	Million yen	%	Million yen	%
Six months ended Sep. 30, 2020	7,225	(12.5)	(380)	-	(296)	-	(290)	1
Six months ended Sep. 30, 2019	8,260	6.1	156	245.9	209	125.5	38	-

Note: Comprehensive income (million yen) Six months ended Sep. 30, 2020: (269) (-%) Six months ended Sep. 30, 2019: 56 (up 138.2%)

	Net income per share	Diluted net income per share
	Yen	Yen
Six months ended Sep. 30, 2020	(30.44)	-
Six months ended Sep. 30, 2019	4.09	4.05

(2) Consolidated financial position

	Total assets	Net assets	Equity ratio	Net assets per share
	Million yen	Million yen	%	Yen
As of Sep. 30, 2020	12,469	4,545	34.6	451.44
As of Mar. 31, 2020	14,801	4,900	31.6	490.79

Reference: Shareholders' equity (million yen) As of Sep. 30, 2020: 4,309 As of Mar. 31, 2020: 4,522

2. Dividends

	Dividend per share						
	1Q-end	2Q-end	3Q-end	Year-end	Total		
	Yen	Yen	Yen	Yen	Yen		
Fiscal year ended Mar. 31, 2020	-	6.00	-	10.00	16.00		
Fiscal year ending Mar. 31, 2021	-	6.00					
Fiscal year ending Mar. 31, 2021 (forecast)			1	10.00	16.00		

Note: Revisions to the most recently announced dividend forecast: None

3. Consolidated earnings forecast for the fiscal year ending March 31, 2021 (April 1, 2020 - March 31, 2021)

(The percentages represent year-on-year changes)

	Net sal	les	Operating	profit	Ordinary	profit	Profit attribu		Net income per share
	Million yen	%	Million yen	%	Million yen	%	Million yen	%	Yen
Full year	16,000	(9.1)	500	(64.5)	700	(52.5)	(150)	-	(15.75)

Note: Revisions to the most recently announced consolidated earnings forecast: None

* Notes

- (1) Changes in consolidated subsidiaries during the period (changes in scope of consolidation): None Newly added: - Excluded: -
- (2) Application of special accounting methods for presenting quarterly consolidated financial statements: None
- (3) Changes in accounting policies and accounting-based estimates, and restatements

1) Changes in accounting policies due to revisions in accounting standards, others: None

2) Changes in accounting policies other than 1) above:

3) Changes in accounting-based estimates: None

4) Restatements: None

- (4) Number of shares issued (common shares)
 - 1) Number of shares issued at the end of the period (including treasury shares)

As of Sep. 30, 2020: 10,440,000 shares As of Mar. 31, 2020: 10,440,000 shares

2) Number of treasury shares at the end of the period

As of Sep. 30, 2020: 893,328 shares As of Mar. 31, 2020: 915,028 shares

3) Average number of shares during the period

Six months ended Sep. 30, 2020: 9,528,589 shares Six months ended Sep. 30, 2019: 9,488,872 shares

Note 1: The current quarterly summary report is not subject to quarterly review by certified public accountants or auditing firms.

Note 2: Explanation of appropriate use of forward-looking statements, and other special items

Cautionary statement with respect to forward-looking statements and other special items

Forward-looking statements in this report are based on assumptions judged to be valid and information currently available to the Company. These materials are not promises by the Company regarding future performance. Actual results may differ significantly from these forecasts for a number of factors. Please refer to "1. Qualitative Information on Quarterly Consolidated Financial Performance, (3) Explanation of Consolidated Earnings Forecast and Other Forward-looking Statements" on page 4 of the attachments for assumptions for forecasts and notes of caution for usage.

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1. Qualitative Information on Quarterly Consolidated Financial Performance

(1) Explanation of Business Results

During the first half of the fiscal year ending March 31, 2021 (hereinafter "the period under review"), the Japanese economy experienced significant restrictions in economic and social activities resulting from the pandemic of the novel coronavirus disease (COVID-19). While the economic activities started to gradually resume at home and abroad, the pace of recovery is moderate and the outlook still remains uncertain.

Our industry is facing the commencement of major reforms of Japan's educational system, including the shift to the new curriculum guidelines, the introduction of English as a mandatory subject in elementary schools, and the implementation of the Common Test for University Admissions. In addition, the COVID-19 pandemic is raising expectations for the educational services utilizing technologies such as AI and IoT.

In this business environment, With us Corporation (hereinafter "the Company") and its subsidiaries and associates (hereinafter collectively "the Group") have set the following six targets as the core of the Group's management policy: 1) enhancing customer satisfaction, 2) strengthening service quality, 3) redesigning lines of service and developing new business formats, 4) expanding the business domains, 5) developing human resources and strengthening management capability, and 6) rebuilding the intra-Group synergies. These are based on the Group's corporate vision "To become an outstanding educational institution capable of fostering people who will be successful in their career." By achieving these targets, the Group has aimed to promptly respond to changes in its business surroundings and increase its corporate value.

During the period under review, the Group's business performance was seriously affected by the COVID-19 pandemic. Nevertheless, the Group promoted students' improvement in academic performance and independence and fostered their motivation and attitude toward proactive learning through the development of programs with further utilization of the benefits of information and communications technology (ICT), while ensuring the safety and security of customers and employees. The Group will continue to add further value to the effect of learning through offering programs for helping students learn how to study and watch their own progress.

As a result of the above, net sales amounted to 7,225 million yen (down 12.5% year-on-year) with operating loss of 380 million yen (compared to operating profit of 156 million yen for the same period a year earlier), ordinary loss of 296 million yen (compared to ordinary profit of 209 million yen for the same period a year earlier), and loss attributable to owners of parent was 290 million yen (compared to profit attributable to owners of parent of 38 million yen for the same period a year earlier).

It is noted that the Group's earnings are subject to seasonal fluctuations. Specifically, the student enrollment is smallest in April, the first month of the academic year, and increases thereafter. Furthermore, sales of the months in which we offer the summer, winter and spring seminars are higher than those of other average months. In addition, operating costs such as fixed and advertising expenses are incurred throughout the year.

Segment performance is described as below.

1) Gakushu-juku Business

In the gakushu-juku business segment, we started the period under review under tough conditions with the spread of the COVID-19 infection hitting the peak season for new student enrollment. Nonetheless, the number of students is on a track of gradual recovery through the introduction of online lessons, the full resumption of face-to-face lessons from June, and the implementation of special summer seminars. We have also started to hold online events to experience the arousal of self-motivation through our unique educational method ("plus-cycle learning method") based on findings from brain science research, and "next-generation learning" as advocated in educational reforms. We will continue to enhance programs aimed for children to acquire language from early school ages, and English programs for four skills (listening, speaking, reading, and writing) through online lessons with native speaker instructors. However, all these efforts were insufficient to offset the impact of shortfall in the number of new students enrolled at the beginning of the period, and net sales of the segment amounted to 2,955 million yen (down 18.2% year-on-year).

2) High School and Careers Support Business

In the high school and careers support business segment, we are primarily engaged in offering correspondence high school courses, career support courses for working adults, and Japanese language education services. We continued to see strong performance in terms of the number of students enrolled in our correspondence high school, which holds unique ICT education and course content for specialist training. We are promoting the educational activities to provide students with the sense of accomplishment through the establishment of esports course, the development of educational programs using problem-solving approaches, and hybrid-type programs combining elements of online courses and commuting courses. On the other hand, Japanese language education services are seriously affected by the spread of the COVID-19 infection, since immigration restrictions are still ongoing and foreign students are not allowed to enter Japan. As a result of the foregoing, net sales of the segment amounted to 2,865 million yen (down 5.3% year-on-year).

3) Other businesses

The "Other" businesses segment consists of the following businesses: advertising, ICT education and skill development, content development and sales for corporate training portal site, language services, healthcare, and English education for infants and school children to spend English-only time with native speaker instructors. SRJ Co., Ltd., which is engaged in ability development driven by speed reading and the planning and development of English learning programs, renewed existing programs installed on "TERRACE"—the platform for skill development through self-learning—by adding to it an English course to develop speed reading and listening fluency. SRJ is also actively offering online seminars. REVIC Global Co., Ltd., which provides companies with educational material content designed for personnel training and skill development, is capturing increased demands for training through e-learning content. Kikko Corporation, engaged in language services including interpretation and translation services and specialists staffing services, is negatively affected by the postponement of the Tokyo 2020 Olympic and Paralympic Games and a collapse in demand for inbound tourism. As a result of the foregoing, net sales of the segment amounted to 1,403 million yen (down 13.4% year-on-year).

(2) Explanation of Financial Position

1) Assets, liabilities and net assets

Assets

Current assets decreased 32.9% from the end of the previous fiscal year to 5,331 million yen. This was due mainly to decreases of 2,365 million yen in cash and deposits, and 221 million yen in accounts receivable-school fees.

Non-current assets increased 4.1% from the end of the previous fiscal year to 7,138 million yen. This was due mainly to increases of 208 million yen in other under investments and other assets, and 45 million yen in other under intangible assets.

As a result, total assets decreased 15.8% from the end of the previous fiscal year to 12,469 million yen.

Liabilities

Current liabilities decreased 25.7% from the end of the previous fiscal year to 5,767 million yen. This was due mainly to decreases of 1,825 million yen in advances received, 247 million yen in income taxes payable, and 193 million yen in notes and accounts payable-trade.

Non-current liabilities increased 1.0% from the end of the previous fiscal year to 2,156 million yen. This was due mainly to an increase of 37 million yen in long-term borrowings and a decrease of 18 million yen in other.

As a result, total liabilities decreased 20.0% from the end of the previous fiscal year to 7,924 million yen.

Net assets

Net assets decreased 7.3% from the end of the previous fiscal year to 4,545 million yen. This was attributable mainly to a decrease of 385 million yen in retained earnings.

2) Cash Flows

The balance of cash and cash equivalents (hereinafter "net cash") as of the end of the period under review increased 515 million yen year-on-year to 4,414 million yen as a result of below mentioned cash flows.

Cash flows during the period under review and major components were as follows:

Cash flows from operating activities

Net cash used in operating activities was 1,992 million yen in the period under review (compared with 1,337 million yen used in the same period of the previous fiscal year). The result was attributable mainly to a decrease of 1,825 million yen in advances received.

Cash flows from investing activities

Net cash used in investing activities was 389 million yen in the period under review (compared with 487 million yen used in the same period of the previous fiscal year). The result was attributable mainly to payments of 102 million yen for purchase of property, plant and equipment, 152 million yen for purchase of intangible assets, and 101 million yen for purchase of insurance funds.

Cash flows from financing activities

Net cash provided by financing activities was 15 million yen in the period under review (compared with 426 million yen provided in the same period of the previous fiscal year). The result was attributable mainly to proceeds from short-term borrowings of 1,200 million yen, repayments of short-term borrowings of 1,100 million yen, dividends paid of 94 million yen, proceeds from long-term borrowings of 70 million yen, and repayments of long-term borrowings of 41 million yen.

(3) Explanation of Consolidated Earnings Forecast and Other Forward-looking Statements

We will not make any revisions to the full-year consolidated earnings forecast for the fiscal year ending on March 31, 2021, which was announced on October 23, 2020.

The forecasts are made by the Company based on information available at the time of release of this summary report. Actual results may differ significantly from these forecasts due to various factors.

2. Quarterly Consolidated Financial Statements and Notes

(1) Consolidated Balance Sheet

		(Unit: thousand yen)
	As of Mar. 31, 2020	As of Sep. 30, 2020
Assets		
Current assets		
Cash and deposits	6,899,792	4,533,889
Notes and accounts receivable-trade	267,406	249,184
Accounts receivable-school fees	280,818	58,933
Merchandise and finished goods	30,521	30,178
Teaching material	34,613	29,312
Raw materials and supplies	15,881	16,843
Other	435,694	434,027
Allowance for doubtful accounts	(20,478)	(21,130)
Total current assets	7,944,249	5,331,239
Non-current assets		
Property, plant and equipment		
Buildings and structures, net	1,642,734	1,624,340
Other, net	567,447	565,153
Total property, plant and equipment	2,210,182	2,189,493
Intangible assets		
Goodwill	15,636	32,883
Other	787,283	832,686
Total intangible assets	802,919	865,569
Investments and other assets		
Investment securities	941,464	971,835
Leasehold and guarantee deposits	1,185,328	1,185,979
Other	1,758,629	1,966,757
Allowance for doubtful accounts	(41,400)	(41,353)
Total investments and other assets	3,844,021	4,083,218
Total non-current assets	6,857,123	7,138,281
Total assets	14,801,373	12,469,520

(Unit: thousand yen)

		(Unit: thousand yen)
	As of Mar. 31, 2020	As of Sep. 30, 2020
Liabilities		
Current liabilities		
Notes and accounts payable-trade	331,413	138,307
Short-term borrowings	1,100,000	1,200,000
Current portion of long-term borrowings	87,936	86,035
Income taxes payable	378,562	130,618
Advances received	4,733,304	2,907,813
Provision for bonuses	186,698	210,310
Other	948,295	1,094,454
Total current liabilities	7,766,211	5,767,539
Non-current liabilities		
Long-term borrowings	209,053	246,796
Provision for retirement benefits for directors (and other officers)	3,269	4,184
Retirement benefit liability	1,010,644	1,016,166
Asset retirement obligations	715,990	712,733
Other	195,719	177,058
Total non-current liabilities	2,134,678	2,156,939
Total liabilities	9,900,889	7,924,478
Net assets		
Shareholders' equity		
Share capital	1,299,375	1,299,375
Capital surplus	1,458,119	1,462,047
Retained earnings	2,409,283	2,024,006
Treasury shares	(363,278)	(354,663)
Total shareholders' equity	4,803,500	4,430,765
Accumulated other comprehensive income		
Valuation difference on available-for-sale securities	63,193	70,925
Revaluation reserve for land	(191,835)	(191,835)
Foreign currency translation adjustment	(66)	(100)
Total accumulated other comprehensive income	(128,709)	(121,011)
Share acquisition rights	28,409	28,409
Non-controlling interests	197,283	206,878
Total net assets	4,900,483	4,545,041
Total liabilities and net assets	14,801,373	12,469,520

(2) Consolidated Statements of Income and Comprehensive Income

Consolidated Statement of Income (For the Six-month Period)

(For the Six-month Period)	A 1 2010 G 20 2010	(Unit: thousand yen)
	Apr. 1, 2019 - Sep. 30, 2019	Apr. 1, 2020 - Sep. 30, 2020
Net sales	8,260,070	7,225,219
Cost of sales	6,057,611	5,510,286
Gross profit	2,202,459	1,714,933
Selling, general and administrative expenses	2,046,334	2,095,412
Operating profit (loss)	156,125	(380,479)
Non-operating income		
Interest income	4,144	4,742
Dividend income	10,857	9,974
Share of profit of entities accounted for using equity method	5,170	-
Insurance claim income	10,025	-
Subsidy income	-	41,524
Other	28,174	37,634
Total non-operating income	58,372	93,876
Non-operating expenses		
Interest expenses	3,092	4,876
Share of loss of entities accounted for using equity method	-	3,008
Other	1,961	1,513
Total non-operating expenses	5,054	9,398
Ordinary profit (loss)	209,443	(296,002)
Extraordinary income		
Gain on sales of non-current assets	3,373	_
Other	495	-
Total extraordinary income	3,868	-
Extraordinary losses		
Loss on retirement of non-current assets	1,460	2,832
Loss on valuation of investment securities	18,007	<u>-</u>
Loss on valuation of shares of subsidiaries and associates	8,941	-
Loss on cancellation of insurance policies	16,152	-
Total extraordinary losses	44,562	2,832
Profit (loss) before income taxes	168,750	(298,834)
Income taxes-current	113,623	107,525
Income taxes-deferred	(22,650)	(129,300)
Total income taxes	90,973	(21,775)
Profit (loss)	77,777	(277,059)
Profit attributable to non-controlling interests	38,944	12,968
Profit (loss) attributable to owners of parent	38,832	(290,027)
11011 (1000) attributable to owners of parent	30,032	(270,021)

Consolidated Statement of Comprehensive Income (For the Six-month Period)

(Unit: thousand yen)				
r. 1, 2020 - Sep. 30, 2020				
(277,059)				
7,732				

	Apr. 1, 2019 - Sep. 30, 2019	Apr. 1, 2020 - Sep. 30, 2020
Profit (loss)	77,777	(277,059)
Other comprehensive income		
Valuation difference on available-for-sale securities	(15,258)	7,732
Remeasurements of defined benefit plans, net of tax	(6,124)	-
Share of other comprehensive income of entities accounted for using equity method	7	(34)
Total other comprehensive income	(21,375)	7,698
Comprehensive income	56,401	(269,361)
Comprehensive income attributable to		
Comprehensive income attributable to owners of parent	17,457	(282,329)
Comprehensive income attributable to non-controlling interests	38,944	12,968

(3) Consolidated Statement of Cash Flows

(Unit:	thousand	yen)
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		(Unit: thousand yen)
	Apr. 1, 2019 - Sep. 30, 2019	Apr. 1, 2020 - Sep. 30, 2020
Cash flows from operating activities		
Profit (loss) before income taxes	168,750	(298,834)
Depreciation	197,295	217,713
Share-based remuneration expenses	6,125	6,195
Loss on retirement of non-current assets	1,460	2,832
Loss (gain) on cancellation of insurance policies	16,152	-
Amortization of goodwill	47,099	3,026
Increase (decrease) in allowance for doubtful accounts	(5,164)	605
Increase (decrease) in provision for bonuses	39,680	23,611
Increase (decrease) in retirement benefit liability	(17,693)	5,521
Increase (decrease) in provision for retirement benefits for directors (and other officers)	(22,418)	914
Interest and dividend income	(15,002)	(14,717)
Interest expenses	3,092	4,876
Share of loss (profit) of entities accounted for using equity method	(5,170)	3,008
Loss (gain) on valuation of investment securities	18,007	-
Loss on valuation of shares of subsidiaries and associates	8,941	-
Loss (gain) on sales of property, plant and equipment	(3,373)	-
Decrease (increase) in trade receivables	265,068	240,342
Decrease (increase) in inventories	6,889	6,090
Increase (decrease) in trade payables	(149,055)	(193,106)
Increase (decrease) in advances received	(1,408,941)	(1,825,490)
Decrease (increase) in other assets	(11,824)	(8,464)
Increase (decrease) in other liabilities	(203,307)	157,251
Subtotal	(1,063,387)	(1,668,622)
Interest and dividends received	13,854	14,783
Interest paid	(3,692)	(4,700)
Income taxes paid	(284,123)	(333,572)
Net cash provided by (used in) operating activities	(1,337,350)	(1,992,111)
Cash flows from investing activities		
Payments into time deposits	(100,000)	(70,339)
Proceeds from withdrawal of time deposits	-	70,352
Purchase of property, plant and equipment	(202,159)	(102,265)
Proceeds from sales of non-current assets	3,373	1,488
Purchase of intangible assets	(174,127)	(152,814)
Purchase of investment securities	(100,180)	(180)
Purchase of shares of subsidiaries resulting in change in scope of consolidation	(5,272)	(11,008)
Purchase of shares of subsidiaries and associates	(4,500)	-
Payments for asset retirement obligations	(16,399)	(23,831)
Decrease (increase) in leasehold and guarantee deposits	(4,635)	(1,494)
Purchase of insurance funds	(103,469)	(101,975)
Proceeds from cancellation of insurance funds	225,688	7,322
Other, net	(6,011)	(4,297)
Net cash provided by (used in) investing activities	(487,691)	(389,044)

(Unit: thousand yen)

		(, , , , ,
	Apr. 1, 2019 - Sep. 30, 2019	Apr. 1, 2020 - Sep. 30, 2020
Cash flows from financing activities		
Proceeds from short-term borrowings	700,000	1,200,000
Repayments of short-term borrowings	(100,000)	(1,100,000)
Proceeds from long-term borrowings	1,000	70,000
Repayments of long-term borrowings	(54,861)	(41,993)
Repayments of lease obligations	(10,021)	(8,853)
Payments for long-term accounts payable-other	(4,146)	(4,146)
Dividends paid	(94,416)	(94,673)
Payments from changes in ownership interests in		
subsidiaries that do not result in change in scope of consolidation	(1,025)	-
Dividends paid to non-controlling interests	(10,307)	(5,082)
Net cash provided by (used in) financing activities	426,221	15,251
Net increase (decrease) in cash and cash equivalents	(1,398,820)	(2,365,903)
Cash and cash equivalents at beginning of period	5,298,518	6,780,839
Cash and cash equivalents at end of period	3,899,697	4,414,935

(4) Notes to Quarterly Consolidated Financial Statements

Going Concern Assumption

Not applicable.

Significant Changes in Shareholders' Equity

Not applicable.

Additional Information

Impact of the COVID-19 outbreak on accounting estimates

In the period under review, there is no significant change of assumptions about the effect of the COVID-19 outbreak set forth in the previous fiscal year's Annual Securities Report in conducting accounting-based estimates of impairment losses on non-current assets.

Segment and Other Information

Segment information

- I. Apr. 1, 2019 Sep. 30, 2019
- 1. Information related to net sales, profit or loss for each reportable segment

(Unit: thousand yen)

	Re	portable segmen	t			Adjustment (Note 2)	Amounts shown
	Gakushu-juku	High school and careers support	Subtotal	Other (Note 1)	Total		on consolidated statement of income (Note 3)
Net sales							
External sales	3,612,420	3,027,390	6,639,811	1,620,259	8,260,070	-	8,260,070
Inter-segment sales and transfers	-	6,600	6,600	357,175	363,775	(363,775)	-
Total	3,612,420	3,033,990	6,646,411	1,977,435	8,623,846	(363,775)	8,260,070
Segment profit	294,494	571,088	865,583	22,364	887,948	(731,823)	156,125

- Notes: 1. The "Other" businesses segment includes the following businesses that are not included in any of the reportable segments: the advertising business, the ICT education and skill development business, the language services business, the content development and sales business for corporate training portal site, the English education business for infants and school children, and the healthcare business.
 - 2. The minus 731,823 thousand yen adjustment to segment profit includes 431 thousand yen in elimination for inter-segment transactions and minus 732,254 thousand yen in corporate costs that cannot be allocated to any of the reportable segments. These corporate costs mainly include general and administration expenses of the Company that cannot be attributed to any reportable segment.
 - 3. Segment profit is adjusted operating profit on the quarterly consolidated statement of income.

II. Apr. 1, 2020 - Sep. 30, 2020

1. Information related to net sales, profit or loss for each reportable segment

(Unit: thousand yen)

	Re	Reportable segment					Amounts shown
	Gakushu-juku	High school and careers support	Subtotal	Other (Note 1)	Total	Adjustment (Note 2)	on consolidated statement of income (Note 3)
Net sales							
External sales	2,955,785	2,865,723	5,821,508	1,403,711	7,225,219	-	7,225,219
Inter-segment sales and transfers	-	6,600	6,600	329,684	336,284	(336,284)	-
Total	2,955,785	2,872,323	5,828,108	1,733,396	7,561,504	(336,284)	7,225,219
Segment profit (loss)	(5,753)	478,154	472,400	(34,757)	437,643	(818,122)	(380,479)

- Notes: 1. The "Other" businesses segment includes the following businesses that are not included in any of the reportable segments: the advertising business, the ICT education and skill development business, the language services business, the content development and sales business for corporate training portal site, the English education business for infants and school children, and the healthcare business.
 - 2. The minus 818,122 thousand yen adjustment to segment profit (loss) includes 441 thousand yen in elimination for inter-segment transactions and minus 818,564 thousand yen in corporate costs that cannot be allocated to any of the reportable segments. These corporate costs mainly include general and administration expenses of the Company that cannot be attributed to any reportable segment.
 - 3. Segment profit (loss) is adjusted operating loss on the quarterly consolidated statement of income.

Material Subsequent Events

Not applicable.

^{*} This financial report is solely a translation of "Kessan Tanshin" (in Japanese, including attachments), which has been prepared in accordance with accounting principles and practices generally accepted in Japan, for the convenience of readers who prefer an English translation.