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# ***IMV CORPORATION***

*Consolidated Financial Statements for the  
Year Ended September 30, 2022, and  
Independent Auditor's Report*

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## INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of IMV CORPORATION:

### Opinion

We have audited the consolidated financial statements of IMV CORPORATION and its subsidiaries (the "Group"), which comprise the consolidated balance sheet as of September 30, 2022, and the consolidated statements of income, consolidated statements of comprehensive income, consolidated statements of changes in equity and consolidated statements of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies, all expressed in Japanese yen.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of September 30, 2022, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with accounting principles generally accepted in Japan.

### Convenience Translation

Our audit also comprehended the translation of Japanese yen amounts into British pound amounts and, in our opinion, such translation has been made in accordance with the basis stated in Note 1 to the consolidated financial statements. Such British pound amounts are presented solely for the convenience of readers outside Japan.

### Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in Japan. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the provisions of the Code of Professional Ethics in Japan, and we have fulfilled our other ethical responsibilities as auditors. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## Key Audit Matter

A key audit matter is a matter that, in our professional judgment, was of most significance in our audit of the consolidated financial statements of the current period. The matter was addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on the matter.

Cut-off of sales for Vibration Simulation System	
Key Audit Matter Description	How the Key Audit Matter Was Addressed in the Audit
<p>As described in Note 16, "SEGMENT INFORMATION," to the consolidated financial statements, sales for vibration simulation system for the current fiscal year were ¥8,791,105 thousand, which accounted for 73.9% of the consolidated sales. Sales of products involving installation and operation verification are recorded at the time of completion of delivery, installation, operation verification of the product and inspection of the product by the customer.</p> <p>The domestic sales of products for vibration simulation system are usually higher in the fourth quarter (mainly in the year-end month) compared to other quarters and the sales unit price of the products involving installation and operation verification is relatively high compared to other sales. In addition, such sales require certain man-hours to complete the delivery of products and customer inspection, and the time required to complete the inspection is not uniform as it depends on the type of product and the specifications agreed upon with the customer. For the reasons above, there is a relatively high risk of misjudging the timing of sales for vibration simulation system in the fourth quarter, including the year-end month. There is also a possibility that full-year sales and profits may be materially affected, especially if errors are made in large contracts of a certain amount or more.</p> <p>Therefore, we identified the appropriateness of the cut-off of sales for vibration simulation system as a key audit matter.</p>	<p>We performed the following procedures to test the appropriateness of the cut-off of sales for vibration simulation system, among others:</p> <ul style="list-style-type: none"><li>- We tested the design and operating effectiveness of certain internal controls relevant to the timing of sales for vibration simulation system.</li><li>- For the sales transactions with relatively large contractual amounts recorded near the end of the fiscal year, the sales transactions with relatively short periods from the shipment date to the recorded sales date, and the sales transactions recorded at an earlier period than originally planned, we inspected the purchase orders, shipping certificates, work records, inspection confirmations, and the other related documentations. We also examined that no large costs were incurred after recognition of those sales transactions. In addition, transaction confirmation was carried out to the management department of the customer.</li></ul>

## Other Information

Other information comprises the information included in the Group's disclosure documents accompanying the audited consolidated financial statements, but does not include the consolidated financial statements and our auditor's report thereon.

We determined that no such information existed and therefore, we did not perform any work thereon.

## **Responsibilities of Management and Audit & Supervisory Board Members and the Audit & Supervisory Board for the Consolidated Financial Statements**

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in Japan, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern in accordance with accounting principles generally accepted in Japan and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Audit & Supervisory Board members and the Audit & Supervisory Board are responsible for overseeing the Directors' execution of duties relating to the design and operating effectiveness of the controls over the Group's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with auditing standards generally accepted in Japan will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with auditing standards generally accepted in Japan, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks. The procedures selected depend on the auditor's judgment. In addition, we obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain, when performing risk assessment procedures, an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate whether the overall presentation and disclosures of the consolidated financial statements are in accordance with accounting principles generally accepted in Japan, as well as the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with Audit & Supervisory Board members and the Audit & Supervisory Board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide Audit & Supervisory Board members and the Audit & Supervisory Board with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with Audit & Supervisory Board members and the Audit & Supervisory Board, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Interest Required to Be Disclosed by the Certified Public Accountants Act of Japan**

Our firm and its designated engagement partners do not have any interest in the Group which is required to be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

*Deloitte Touche Tohmatsu LLC*  
December 23, 2022

**IMV CORPORATION and Subsidiaries**
**Consolidated Balance Sheet  
September 30, 2022**

ASSETS	Thousands of Yen		Thousands of Pounds (Note 1)	LIABILITIES AND EQUITY	Thousands of Yen		Thousands of Pounds (Note 1)
	2022	2021	2022		2022	2021	2022
<b>CURRENT ASSETS:</b>				<b>CURRENT LIABILITIES:</b>			
Cash and cash equivalents (Note 13)	¥ 3,273,752	¥ 3,652,453	£ 20,243	Short-term bank loans (Notes 5 and 13)	¥ 2,310,000	¥ 2,270,003	£ 14,283
Receivables (Note 13):				Current portion of long-term debt (Notes 5 and 13)	1,050,605	1,027,885	6,496
Trade notes	278,930	330,373	1,724	Payables (Note 13):			
Trade accounts	3,280,799	2,926,912	20,286	Trade notes	520,654	645,214	3,219
Electronically recorded monetary claims	573,160	845,584	3,544	Trade accounts	776,009	570,881	4,798
Allowance for doubtful receivables	(2,421)	(5,015)	(14)	Electronically recorded obligations	858,305	868,991	5,307
Inventories (Note 4)	3,501,846	3,070,733	21,653	Other	519,791	398,015	3,214
Prepaid expenses and other current assets	528,551	451,181	3,268	Accrued expenses	397,641	424,160	2,458
				Income taxes payable	112,158	441,278	693
Total current assets	11,434,620	11,272,223	70,706	Contract liabilities (Note 9)	851,370	-	5,264
				Provision for product warranty	37,000	46,000	228
<b>PROPERTY, PLANT AND EQUIPMENT:</b>				Provision for stock-based compensation	13,824	-	85
Land (Note 5)	1,935,656	1,935,656	11,969	Other current liabilities	62,235	715,756	384
Buildings and structures (Note 5)	4,469,253	4,419,116	27,635				
Machinery and equipment	558,136	520,413	3,451	Total current liabilities	7,509,597	7,408,187	46,435
Furniture and fixtures	3,736,315	3,464,425	23,103				
Lease assets	9,460	3,888	58	<b>LONG-TERM LIABILITIES:</b>			
Construction in progress	6,585	48,883	40	Long-term debt (Notes 5 and 13)	909,038	1,909,643	5,621
Total	10,715,408	10,392,383	66,259	Long-term payables	175,529	187,080	1,085
Accumulated depreciation	(5,836,831)	(5,268,065)	(36,092)	Asset retirement obligations	50,349	48,147	311
				Other long-term liabilities	44,045	38,844	272
Net property, plant and equipment	4,878,577	5,124,318	30,166				
				Total long-term liabilities	1,178,962	2,183,715	7,290
<b>INVESTMENTS AND OTHER ASSETS:</b>				<b>EQUITY:</b>			
Investment securities (Notes 3 and 13)	177,607	298,917	1,098	Common stock—authorized, 67,820,000 shares; issued, 16,957,016 shares in 2022 and 2021	464,817	464,817	2,874
Software	81,576	53,370	504	Capital surplus	536,337	554,974	3,316
Deferred tax assets (Note 8)	326,184	279,807	2,016	Retained earnings (Note 15)	7,429,020	6,523,565	45,937
Other assets	65,609	93,137	405	Treasury stock—at cost, 663,485 shares in 2022 and 663,484 shares in 2021	(143,762)	(143,762)	(888)
Total investments and other assets	650,977	725,233	4,025	Accumulated other comprehensive income:			
				Unrealized gain on available-for-sale securities	18,711	98,338	115
				Foreign currency translation adjustments	(29,508)	16,382	(182)
				Total	8,275,614	7,514,316	51,172
				Noncontrolling interests	-	15,556	-
				Total equity	8,275,614	7,529,872	51,172
<b>TOTAL</b>	<b>¥ 16,964,175</b>	<b>¥ 17,121,775</b>	<b>£ 104,898</b>	<b>TOTAL</b>	<b>¥ 16,964,175</b>	<b>¥ 17,121,775</b>	<b>£ 104,898</b>

See notes to consolidated financial statements.

## IMV CORPORATION and Subsidiaries

### Consolidated Statement of Income Year Ended September 30, 2022

	Thousands of Yen		Thousands of Pounds (Note 1)
	<u>2022</u>	<u>2021</u>	<u>2022</u>
NET SALES (Notes 9 and 16)	¥ 11,888,459	¥ 11,576,008	£ 73,512
COST OF SALES	<u>7,931,920</u>	<u>7,959,266</u>	<u>49,047</u>
Gross profit	3,956,538	3,616,742	24,465
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES (Note 10)	<u>3,131,521</u>	<u>2,549,552</u>	<u>19,363</u>
Operating income	<u>825,017</u>	<u>1,067,190</u>	<u>5,101</u>
OTHER INCOME (EXPENSES):			
Interest and dividend income	4,674	7,040	28
Interest expense	(20,220)	(24,881)	(125)
Rental income	8,742	34,850	54
Foreign currency exchange gain—net	412,821	141,712	2,552
Government grant	-	61,777	-
Gain on contract cancellation (Note 11)	-	46,653	-
Gain on sales of investment securities	82,605	-	510
Gain on sale of subsidiary shares (Note 12)	38,194	-	236
Other—net	<u>6,540</u>	<u>21,689</u>	<u>40</u>
Other income—net	<u>533,357</u>	<u>288,843</u>	<u>3,298</u>
INCOME BEFORE INCOME TAXES	<u>1,358,374</u>	<u>1,356,033</u>	<u>8,399</u>
INCOME TAXES (Note 8):			
Current	300,126	463,668	1,855
Deferred	<u>(12,464)</u>	<u>(72,705)</u>	<u>(77)</u>
Total income taxes	<u>287,661</u>	<u>390,963</u>	<u>1,778</u>
NET INCOME	1,070,713	965,070	6,620
NET INCOME ATTRIBUTABLE TO NONCONTROLLING INTERESTS	<u>4,824</u>	<u>27,804</u>	<u>29</u>
NET INCOME ATTRIBUTABLE TO OWNERS OF THE PARENT	<u>¥ 1,065,888</u>	<u>¥ 937,265</u>	<u>£ 6,590</u>
	Yen		Pounds
	<u>2022</u>	<u>2021</u>	<u>2022</u>
PER SHARE OF COMMON STOCK (Note 2.s):			
Basic net income	¥65.42	¥57.52	£ 0.40
Cash dividends applicable to the year	10.00	10.00	0.06

See notes to consolidated financial statements.

## IMV CORPORATION and Subsidiaries

### Consolidated Statement of Comprehensive Income Year Ended September 30, 2022

	Thousands of Yen		Thousands of Pounds (Note 1)
	<u>2022</u>	<u>2021</u>	<u>2022</u>
NET INCOME	<u>¥ 1,070,713</u>	<u>¥ 965,070</u>	<u>£ 6,620</u>
OTHER COMPREHENSIVE INCOME (LOSS) (Note 14):			
Unrealized (loss) gain on available-for-sale securities	(79,627)	40,300	(492)
Foreign currency translation adjustments	<u>(44,381)</u>	<u>(20,143)</u>	<u>(274)</u>
Total other comprehensive income (loss)	<u>(124,008)</u>	<u>20,157</u>	<u>(766)</u>
COMPREHENSIVE INCOME	<u>¥ 946,704</u>	<u>¥ 985,227</u>	<u>£ 5,853</u>
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:			
Owners of the parent	¥940,369	¥975,458	£5,814
Noncontrolling interests	6,334	9,769	39

See notes to consolidated financial statements.



**IMV CORPORATION and Subsidiaries**
**Consolidated Statement of Changes in Equity  
Year Ended September 30, 2022**

	Thousands	Thousands of Yen								
	Number of Shares of Common Stock Issued	Common Stock	Capital Surplus	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income		Total	Noncontrolling Interests	Total Equity
						Unrealized Gain on Available-for- Sale Securities	Foreign Currency Translation Adjustments			
BALANCE, OCTOBER 1, 2020	16,957,016	¥ 464,817	¥ 576,648	¥ 5,724,794	¥ (143,736)	¥ 58,038	¥ 18,491	¥ 6,699,053	¥ 5,786	¥ 6,704,840
Net income attributable to owners of the parent				937,265				937,265		937,265
Cash dividends, ¥8.5 per share				(138,495)				(138,495)		(138,495)
Purchase of treasury stock					(25)			(25)		(25)
Purchase of shares of a consolidated subsidiary			(21,673)					(21,673)		(21,673)
Net change during the year						40,300	(2,108)	38,192	9,769	47,961
BALANCE, SEPTEMBER 30, 2021	16,957,016	464,817	554,974	6,523,565	(143,762)	98,338	16,382	7,514,316	15,556	7,529,872
Net income attributable to owners of the parent				1,065,888				1,065,888		1,065,888
Cash dividends, ¥10.0 per share				(162,935)				(162,935)		(162,935)
Purchase of treasury stock					(0)			(0)		(0)
Purchase of shares of a consolidated subsidiary			(18,636)					(18,636)		(18,636)
Change in scope of consolidation				2,500				2,500		2,500
Net change during the year						(79,627)	(45,891)	(125,519)	(15,556)	(141,075)
BALANCE, SEPTEMBER 30, 2022	<u>16,957,016</u>	<u>¥ 464,817</u>	<u>¥ 536,337</u>	<u>¥ 7,429,020</u>	<u>¥ (143,762)</u>	<u>¥ 18,711</u>	<u>¥ (29,508)</u>	<u>¥ 8,275,614</u>	<u>¥ -</u>	<u>¥ 8,275,614</u>
		Thousands of Pounds (Note 1)								
		Common Stock	Capital Surplus	Retained Earnings	Treasury Stock	Unrealized Gain on Available-for- Sale Securities	Foreign Currency Translation Adjustments	Total	Noncontrolling Interests	Total Equity
BALANCE, SEPTEMBER 30, 2021		£ 2,874	£ 3,431	£ 40,338	£ (888)	£ 608	£ 101	£ 46,464	£ 96	£ 46,561
Net income attributable to owners of the parent				6,590				6,590		6,590
Cash dividends, £0.06 per share				(1,007)				(1,007)		(1,007)
Purchase of treasury stock					(0)			(0)		(0)
Purchase of shares of a consolidated subsidiary			(115)					(115)		(115)
Change in scope of consolidation				15				15		15
Net change during the year						(492)	(283)	(776)	(96)	(872)
BALANCE, SEPTEMBER 30, 2022		<u>£ 2,874</u>	<u>£ 3,316</u>	<u>£ 45,937</u>	<u>£ (888)</u>	<u>£ 115</u>	<u>£ (182)</u>	<u>£ 51,172</u>	<u>£ -</u>	<u>£ 51,172</u>

See notes to consolidated financial statements.

**IMV CORPORATION and Subsidiaries**
**Consolidated Statement of Cash Flows  
Year Ended September 30, 2022**

	Thousands of Yen		Thousands of Pounds (Note 1)
	<u>2022</u>	<u>2021</u>	<u>2022</u>
OPERATING ACTIVITIES:			
Net income before income taxes	¥ 1,358,374	¥ 1,356,033	£ 8,399
Adjustments for:			
Depreciation and amortization	574,435	606,713	3,552
Gain on sales of investment securities	(82,605)	-	(510)
Gain on sale of subsidiary shares	(38,194)	-	(236)
Gain on contract cancellation	-	(46,653)	-
Interest and dividend income	(4,674)	(7,040)	(28)
Interest expense	20,220	24,881	125
Government grant	-	(61,777)	-
Decrease in allowance for doubtful receivables	(2,770)	(484)	(17)
Decrease in provision for product warranty	(9,000)	(7,050)	(55)
Increase in provision for stock-based compensation	13,824	-	85
Foreign currency exchange gain—net	(162,228)	(45,634)	(1,003)
Changes in assets and liabilities, net of effects from newly consolidated subsidiaries:			
Decrease (increase) in trade receivables	62,542	(148,655)	386
Increase in inventories	(339,232)	(208,027)	(2,097)
(Decrease) increase in trade payables	(182,416)	388,847	(1,127)
Other—net	238,912	262,582	1,477
Subtotal	<u>1,447,186</u>	<u>2,113,734</u>	<u>8,948</u>
Interest and dividends received	4,674	7,202	28
Interest paid	(20,322)	(24,581)	(125)
Government grant received	-	61,777	-
Income taxes paid	(689,300)	(59,728)	(4,262)
Net cash provided by operating activities	<u>742,237</u>	<u>2,098,403</u>	<u>4,589</u>
INVESTING ACTIVITIES:			
Purchases of investment securities	(104,103)	(19,208)	(643)
Proceeds from sales of investment securities	195,756	-	1,210
Purchases of property, plant and equipment	(383,425)	(160,843)	(2,370)
Purchase of intangible fixed assets	(33,847)	(21,438)	(209)
Purchase of time deposits	(18,003)	(18,012)	(111)
Decrease in time deposits	-	20,348	-
Proceeds from sale of subsidiary shares	95,006	-	587
Other	59,442	36,321	367
Net cash used in investing activities	<u>(189,174)</u>	<u>(162,833)</u>	<u>(1,169)</u>
FINANCING ACTIVITIES:			
Increase (decrease) in short-term bank loans—net	39,995	(360,061)	247
Proceeds from long-term debt	50,000	-	309
Repayments of long-term debt	(897,808)	(623,524)	(5,551)
Repayment of finance lease obligations	(888)	(714)	(5)
Dividends paid	(162,204)	(144,357)	(1,002)
Purchase of treasury stock	(0)	(25)	(0)
Payment to acquire shares of a subsidiary that do not result in change in scope of consolidation	(30,951)	(29,344)	(191)
Net cash used in by financing activities	<u>(1,001,857)</u>	<u>(1,158,028)</u>	<u>(6,195)</u>
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	<u>70,093</u>	<u>35,375</u>	<u>433</u>
NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS	(378,700)	812,917	(2,341)
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	<u>3,652,453</u>	<u>2,839,536</u>	<u>22,585</u>
CASH AND CASH EQUIVALENTS, END OF YEAR	<u>¥ 3,273,752</u>	<u>¥ 3,652,453</u>	<u>£ 20,243</u>

See notes to consolidated financial statements.

# IMV CORPORATION and Subsidiaries

## Notes to Consolidated Financial Statements Year Ended September 30, 2022

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### 1. BASIS OF PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS

The accompanying consolidated financial statements of IMV CORPORATION (the "Company") have been prepared in accordance with the provisions set forth in the Japanese Financial Instruments and Exchange Act and its related accounting regulations and in accordance with accounting principles generally accepted in Japan ("Japanese GAAP"), which are different in certain respects as to the application and disclosure requirements of International Financial Reporting Standards.

In preparing these consolidated financial statements, certain reclassifications and rearrangements have been made to the consolidated financial statements issued domestically in order to present them in a form which is more familiar to readers outside Japan. Amounts less than one thousand yen and one thousand pounds are rounded down, except for per share data. Therefore, total amounts may not correspond with the aggregation of such account balances.

The consolidated financial statements are stated in Japanese yen, the currency of the country in which the Company is incorporated and operates. The translations of Japanese yen amounts into British pound amounts are included solely for the convenience of readers outside Japan and have been made at the rate of ¥161.72 to £1, the approximate rate of exchange at September 30, 2022. Such translations should not be construed as representations that the Japanese yen amounts could be converted into British pounds at that or any other rate.

### 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

- a. Consolidation** – The consolidated financial statements for the years ended September 30, 2022 and 2021 include the accounts of the Company and its subsidiaries (7 in 2022 and 8 in 2021) (together, the "Group").

The excess of the cost of acquisition over the fair value of the net assets of an acquired subsidiary at the date of acquisition is amortized over a period of 5 years by the straight-line method.

All significant intercompany balances and transactions have been eliminated in consolidation. All material unrealized profit included in assets resulting from transactions within the Group is also eliminated.

- b. Unification of Accounting Policies Applied to Foreign Subsidiaries for the Consolidated Financial Statements** – Under Accounting Standards Board of Japan ("ASBJ") Practical Issues Task Force ("PITF") No. 18, "Practical Solution on Unification of Accounting Policies Applied to Foreign Subsidiaries for the Consolidated Financial Statements," the accounting policies and procedures applied to a parent company and its subsidiaries for similar transactions and events under similar circumstances should in principle be unified for the preparation of the consolidated financial statements. However, financial statements prepared by foreign subsidiaries in accordance with either International Financial Reporting Standards or generally accepted accounting principles in the United States of America (Financial Accounting Standards Board Accounting Standards Codification) tentatively may be used for the consolidation process, except for the following items that should be adjusted in the consolidation process so that net income is accounted for in accordance with Japanese GAAP, unless they are not material: (a) amortization of goodwill; (b) scheduled amortization of actuarial gain or loss of pensions that has been recorded in equity through other comprehensive income; (c) expensing capitalized development costs of R&D; (d) cancellation of the fair value model of accounting for property, plant and equipment and investment properties and incorporation of the cost model of accounting; and (e) recording a gain or loss through profit or loss on the sale of an investment in an equity instrument for the difference between the acquisition cost and selling price, and recording impairment loss through profit or loss for other-than-temporary declines in the fair value of an investment in an equity instrument, where a foreign subsidiary elects to present in other comprehensive income subsequent changes in the fair value of an investment in an equity instrument.

**c. Business Combinations** – Business combinations are accounted for using the purchase method. Acquisition-related costs, such as advisory fees or professional fees, are accounted for as expenses in the periods in which the costs are incurred. If the initial accounting for a business combination is incomplete by the end of the reporting period in which the business combination occurs, an acquirer shall report in its financial statements provisional amounts for the items for which the accounting is incomplete. During the measurement period, which shall not exceed one year from the acquisition, the acquirer shall retrospectively adjust the provisional amounts recognized at the acquisition date to reflect new information obtained about facts and circumstances that existed as of the acquisition date and that would have affected the measurement of the amounts recognized as of that date. Such adjustments shall be recognized as if the accounting for the business combination had been completed at the acquisition date. A parent's ownership interest in a subsidiary might change if the parent purchases or sells ownership interests in its subsidiary. The carrying amount of noncontrolling interest is adjusted to reflect the change in the parent's ownership interest in its subsidiary while the parent retains its controlling interest in its subsidiary. Any difference between the fair value of the consideration received or paid and the amount by which the noncontrolling interest is adjusted is accounted for as capital surplus as long as the parent retains control over its subsidiary.

**d. Cash Equivalents** – Cash equivalents are short-term investments that are readily convertible into cash and exposed to insignificant risk of changes in value.

Cash equivalents include time deposits which mature within three months of the date of acquisition.

**e. Inventories** – Finished goods and work in process are stated at the lower of cost, determined by the specific identification method, or net selling value. Raw materials are stated at the lower of cost, determined by the moving-average method, or net selling value (see Note 4).

**f. Allowance for Doubtful Receivables** – Allowance for doubtful receivables is calculated based on the actual historical ratio of bad debt on ordinary receivables plus an additional estimate of probable specific bad debts from customers experiencing financial difficulties.

**g. Marketable and Investment Securities** – Marketable and investment securities are classified and accounted for, depending on management's intent, as follows: (1) trading securities, which are held for the purpose of earning capital gains in the near term, are reported at fair value, and the related unrealized gains and losses are included in earnings; (2) held-to-maturity debt securities for which there is a positive intent and ability to hold to maturity are reported at amortized cost; and (3) available-for-sale securities, which are not classified as either of the aforementioned securities, are reported at fair value, with unrealized gains and losses, net of applicable taxes, reported in a separate component of equity. Cost of securities sold is determined by the moving-average method.

All securities held by the Group are classified as available-for-sale securities.

Nonmarketable available-for-sale securities are stated at cost determined by the moving-average method. For other-than-temporary declines in fair value, investment securities are reduced to net realizable value by a charge to income.

**h. Property, Plant and Equipment** – Property, plant and equipment are stated at cost. Depreciation of property, plant and equipment of the Company and its domestic subsidiaries is computed primarily by the declining-balance method based on the estimated useful lives of the respective assets except that the straight-line method is applied to buildings (other than structures attached to the buildings) acquired subsequent to April 1, 1998 and structures acquired subsequent to April 1, 2016. The straight-line method is primarily applied to property, plant and equipment of foreign subsidiaries. The range of useful lives is principally from 30 to 50 years for buildings, from 8 to 18 years for structures, from 5 to 11 years for machinery and equipment, and from 2 to 6 years for furniture and fixtures. The useful lives for lease assets are the terms of the respective leases.

- i. **Software*** – Expenditures relating to development of software intended for internal use are charged to income when incurred except for those that are deemed to contribute to the generation of future income or cost saving. Such expenditures are capitalized as assets and amortized by the straight-line method over an estimated useful life of five years. Costs relating to development of software for sales are capitalized and amortized at the greater of an amount determined with reference to total estimated sales quantities which are expected to be generated by the product, or an amount computed by a straight-line method with reference to the product's expected life cycle of three years.
- j. **Long-Lived Assets*** – The Group reviews its long-lived assets for impairment whenever events or changes in circumstance indicate the carrying amount of an asset or asset group may not be recoverable. An impairment loss is recognized if the carrying amount of an asset or asset group exceeds the sum of the undiscounted future cash flows expected to result from the continued use and eventual disposition of the asset or asset group. The impairment loss would be measured as the amount by which the carrying amount of the asset exceeds its recoverable amount, which is the higher of the discounted cash flows from the continued use and eventual disposition of the asset or the net selling price at disposition.
- k. **Asset Retirement Obligations*** – An asset retirement obligation is recorded for a legal obligation imposed either by law or contract that results from the acquisition, construction, development, and normal operation of a tangible fixed asset and is associated with the retirement of such tangible fixed asset. The asset retirement obligation is recognized as the sum of the discounted cash flows required for the future asset retirement and is recorded in the period in which the obligation is incurred if a reasonable estimate can be made. If a reasonable estimate of the asset retirement obligation cannot be made in the period the asset retirement obligation is incurred, the liability should be recognized when a reasonable estimate of the asset retirement obligation can be made. Upon initial recognition of a liability for an asset retirement obligation, an asset retirement cost is capitalized by increasing the carrying amount of the related fixed asset by the amount of the liability. The asset retirement cost is subsequently allocated to expense through depreciation over the remaining useful life of the asset. Over time, the liability is accreted to its present value each period. Any subsequent revisions to the timing or the amount of the original estimate of undiscounted cash flows are reflected as an adjustment to the carrying amount of the liability and the capitalized amount of the related asset retirement cost.
- l. **Research and Development Costs*** – Research and development costs are charged to income as incurred.
- m. **Leases*** – Finance lease transactions are capitalized by recognizing lease assets and lease obligations in the balance sheet. Lease assets under finance lease transactions that do not transfer ownership to the lessee are depreciated to a residual value of zero by the straight-line method using the terms of the lease as the useful life.
- n. **Provision for Product Warranty*** – Provision for product warranty is calculated at an estimated amount of the total costs which are expected to be incurred subsequent to the balance sheet date based on the actual historical ratio of the cost of repair and the anticipated amount considering individual product warranties.
- o. **Provision for Stock-Based Compensation*** – Provision for stock-based compensation is calculated at an estimated amount based on the attainment of the performance targets and service requirement stipulated in the Company's stock-based compensation plan in order to provide delivery of the shares to directors.
- p. **Income Taxes*** – The provision for income taxes is computed based on the income before income taxes included in the consolidated statement of income. The asset and liability approach is used to recognize deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and the tax bases of assets and liabilities. Deferred taxes are measured by applying currently enacted income tax rates to the temporary differences.

- q. Foreign Currency Transactions** – All short-term and long-term monetary receivables and payables denominated in foreign currencies are translated into Japanese yen at the exchange rates at the balance sheet date. The foreign exchange gains and losses from translation are recognized in the consolidated statement of income.
- r. Foreign Currency Financial Statements** – The balance sheet accounts of the foreign subsidiaries are translated into Japanese yen at the current exchange rate as of the balance sheet date except that the components of equity excluding noncontrolling interest are translated at historical rate. Revenue and expense accounts of foreign subsidiaries are translated into yen at the average exchange rate. Differences arising from such translation are shown as "Foreign currency translation adjustments" under accumulated other comprehensive income in a separate component of equity.
- s. Per Share Information** – Basic net income per share is computed by dividing net income attributable to common shareholders by the weighted-average number of common shares outstanding for the year.

Diluted net income per share is not presented since no potentially dilutive securities have been issued.

Cash dividends per share presented in the accompanying consolidated statement of income are dividends applicable to the respective fiscal years, including dividends to be paid after the end of the year.

- t. Accounting Changes and Error Corrections** – Under ASBJ Statement No. 24, "Accounting Standard for Accounting Changes and Error Corrections," and ASBJ Guidance No. 24, "Guidance on Accounting Standard for Accounting Changes and Error Corrections," accounting treatments are required as follows: (1) Changes in Accounting Policies—When a new accounting policy is applied following revision of an accounting standard, the new policy is applied retrospectively unless the revised accounting standard includes specific transitional provisions, in which case the entity shall comply with the specific transitional provisions. (2) Changes in Presentation—When the presentation of financial statements is changed, prior-period financial statements are reclassified in accordance with the new presentation. (3) Changes in Accounting Estimates—A change in an accounting estimate is accounted for in the period of the change if the change affects that period only, and is accounted for prospectively if the change affects both the period of the change and future periods. (4) Corrections of Prior-Period Errors—When an error in prior-period financial statements is discovered, those statements are restated.
- u. Basis for Recognizing Significant Revenue and Expenses**

1. Main performance obligations based on the contract with the customers of main business

The Group's main performance obligations are manufacturing and sales of vibration test products, installation, operation check, maintenance of the products, and contracted test. Main performance obligations of revenue are generally recognized as follows. There is no significant financial element as consideration for the transaction are received mainly within one year after the performance obligation fulfillment, unless received in advance.

2. General timing of revenue recognition for main performance obligations
  - a. For products and service which do not require installation or operation checks, revenue is recognized at the delivery of the products or provision of the service as performance obligations are fulfilled at the time of product delivery or service provision.
  - b. For products and service which require installation and operation checks, revenue is recognized at the installation of the products and the completion of the operation check as performance obligations are fulfilled at the time of product installation and completion of the operation check.

- c. For maintenance contracts of products, etc., revenue is recognized based on the progress of the performance obligation fulfillment as performance obligations are fulfilled over a certain period.
3. Information for performance obligations where guarantees and related obligations are included in the contract

Under the sales contract of vibration test products, etc., the Group has a product warranty obligation to repair without charge or exchange products that have broken down due to defects within generally one year after delivery of products. The Group recognizes a "Provision for product warranty" as this guarantee obligation is to provide guarantee to the customer that the product functions as intended according to the specifications set forth in the contract.

***(Changes in accounting policies)***

1. Application of the Accounting Standard for Revenue Recognition

Effective October 1, 2021, the Company adopted ASBJ Statement No. 29, "Accounting Standard for Revenue Recognition," and ASBJ Guidance No. 30, "Implementation Guidance on Accounting Standard for Revenue Recognition," issued on March 31, 2020 ("ASBJ Statement No. 29") and recognizes revenue at the amount expected to be received in exchange for promised goods or services when control of the goods or services is transferred to customers.

In accordance with the transitional treatment prescribed in the provision to paragraph 84 of the ASBJ Statement No. 29, the Company retrospectively applied ASBJ Statement No. 29 and the cumulative effect of retroactively applying the new accounting standard was added to retained earnings at October 1, 2021. However, there is no impact of this accounting change on the beginning balance of retained earnings for the fiscal year ended September 30, 2022. The impact on the consolidated financial statements is immaterial for the current fiscal year ended September 30, 2022. With the application of the ASBJ Statement No. 29, the Company has changed certain presentation in the consolidated balance sheet effective from the fiscal year ended September 30, 2022; that is, "Other" previously shown under current liabilities, is presented as "Contracted liabilities" and "Other." However, in accordance with the transitional treatment prescribed in paragraph 89-2 of ASBJ Statement No. 29, the reclassifications of previous fiscal year's amounts have not been made to conform to the current fiscal year's presentation. Furthermore, in accordance with the transitional treatment prescribed in paragraph 89-3 of ASBJ Statement No. 29, information on disaggregated revenue from contracts with customers for previous fiscal year is not disclosed.

2. Application of Accounting Standard for Fair Value Measurement

Effective from the beginning of the fiscal year ended September 30, 2022, the Company has applied the "Accounting Standard for Fair Value Measurement" (ASBJ Statement No. 30, July 4, 2019, hereinafter, the "Accounting Standard 19 for FVM"), etc. In accordance with the transitional treatments prescribed in paragraph 19 of the Accounting Standard for FVM and paragraph 44-2 of the "Accounting Standard for Financial Instruments" (ASBJ Statement No. 10, July 4, 2019), the Company has applied the new accounting policy prospectively. There is no impact on the consolidated financial statements for the fiscal year ended September 30, 2022 from this change. In addition, the fair value of financial instruments by hierarchy level is disclosed in the note "(Financial Instruments)." However, following the transitional treatment in paragraph 4-7 of "Implementation Guidance on Disclosures about Fair Value of Financial Instruments" (ASBJ Guidance No. 19, July 4, 2019), relevant information for the previous fiscal year is not provided.

### 3. INVESTMENT SECURITIES

Investment securities with available market value at September 30, 2022 and 2021 were as follows:

		Thousands of Yen		
		2022		
		Carrying Value	Acquisition Cost	Unrealized Gain (Loss)
Securities whose carrying values exceed their acquisition costs:				
	Equity securities	<u>¥ 77,407</u>	<u>¥ 52,305</u>	<u>¥ 25,101</u>
	Total	<u>¥ 77,407</u>	<u>¥ 52,305</u>	<u>¥ 25,101</u>
		Thousands of Yen		
		2021		
		Carrying Value	Acquisition Cost	Unrealized Gain (Loss)
Securities whose carrying values exceed their acquisition costs:				
	Equity securities	<u>¥ 298,717</u>	<u>¥ 161,722</u>	<u>¥ 136,995</u>
	Total	<u>¥ 298,717</u>	<u>¥ 161,722</u>	<u>¥ 136,995</u>
		Thousands of Pounds		
		2022		
		Carrying Value	Acquisition Cost	Unrealized Gain (Loss)
Securities whose carrying values exceed their acquisition costs:				
	Equity securities	<u>£ 478</u>	<u>£ 323</u>	<u>£ 155</u>
	Total	<u>£ 478</u>	<u>£ 323</u>	<u>£ 155</u>

The proceeds from sales of, and gross realized gain and loss on, available-for-sale securities for the year ended September 30, 2022 are as follows:

		Thousands of Yen		
		2022		
		Proceeds from Sale	Aggregate Gain	Aggregate Loss
	Equity securities	¥ 195,756	¥ 82,605	¥ -
	Bonds	-	-	-
	Total	<u>¥ 195,756</u>	<u>¥ 82,605</u>	<u>¥ -</u>
		Thousands of Pounds		
		2022		
		Proceeds from Sale	Aggregate Gain	Aggregate Loss
	Equity securities	£ 1,210	£ 510	£ -
	Bonds	-	-	-
	Total	<u>£ 1,210</u>	<u>£ 510</u>	<u>£ -</u>

There were no sales of available-for-sale securities for the year ended September 30, 2021.



#### 4. INVENTORIES

Inventories at September 30, 2022 and 2021, consisted of the following:

	<u>Thousands of Yen</u>		<u>Thousands of Pounds</u>
	<u>2022</u>	<u>2021</u>	<u>2022</u>
Finished products	¥ 812,477	¥ 732,895	£ 5,023
Work in process	1,788,420	1,568,050	11,058
Raw materials and supplies	<u>900,948</u>	<u>769,787</u>	<u>5,571</u>
Total	<u>¥ 3,501,846</u>	<u>¥ 3,070,733</u>	<u>£ 21,653</u>

#### 5. SHORT-TERM BANK LOANS AND LONG-TERM DEBT

Short-term bank loans at September 30, 2022 and 2021 consisted of bank overdrafts. The annual interest rates applicable to the short-term bank loans ranged from 0.22% to 0.47% in 2022 and 0.23% to 0.38% in 2021 at September 30, 2022 and 2021, respectively.

Long-term debt at September 30, 2022 and 2021 consisted of the following:

	<u>Thousands of Yen</u>		<u>Thousands of Pounds</u>
	<u>2022</u>	<u>2021</u>	<u>2022</u>
Secured loans from banks due serially to 2025 with interest rates ranging from 0.22% to 0.6% in 2022 and 2021	¥ 747,591	¥ 1,192,555	£ 4,622
Unsecured loans from banks due serially to 2025 with interest rates ranging from 0.35% to 1.7% in 2022 and 2021	<u>1,212,052</u>	<u>1,744,973</u>	<u>7,494</u>
Total	<u>1,959,643</u>	<u>2,937,528</u>	<u>12,117</u>
Less current portion	<u>(1,050,605)</u>	<u>(1,027,885)</u>	<u>(6,496)</u>
Long-term debt, less current portion	<u>¥ 909,038</u>	<u>¥ 1,909,643</u>	<u>£ 5,621</u>

Annual maturities of long-term debt, excluding finance lease obligations, at September 30, 2022 were as follows:

<u>Year Ending September 30</u>	<u>Thousands of Yen</u>	<u>Thousands of Pounds</u>
2023	¥ 1,050,605	£ 6,496
2024	479,904	2,967
2025	429,134	2,653
2026	-	-
2027	<u>-</u>	<u>-</u>
Total	<u>¥ 1,959,643</u>	<u>£ 12,117</u>

The carrying amounts of assets pledged as collateral for short-term bank loans of ¥1,030,000 thousand (£6,369 thousand) and long-term debt of ¥747,591 thousand (£4,622 thousand) at September 30, 2022 were as follows:

	Thousands of Yen	Thousands of Pounds
Buildings and structures—net of accumulated depreciation	¥ 656,067	£ 4,056
Land	<u>1,518,134</u>	<u>9,387</u>
Total	<u>¥ 2,174,201</u>	<u>£ 13,444</u>

The Group has concluded commitment line agreements with banks in order to achieve more efficient and flexible financing. The status of these at September 30, 2022 and 2021 were as follows:

	Thousands of Yen		Thousands of Pounds
	<u>2022</u>	<u>2021</u>	<u>2022</u>
Amount of commitment line	¥ 1,300,000	¥ 1,400,000	£ 8,038
Commitment line used	<u>-</u>	<u>-</u>	<u>-</u>
Available commitment line	<u>¥ 1,300,000</u>	<u>¥ 1,400,000</u>	<u>£ 8,038</u>

#### Financial covenants

The Company entered into commitment line agreements of ¥1,300,000 thousand (£8,038 thousand) in March 2022. The following financial covenants are included in these agreements.

Total net assets in the non-consolidated balance sheet at the end of each fiscal year shall be equal to or exceed 70% of those at the end of the prior fiscal year.

There shall not be operating loss in the non-consolidated statement of income for two consecutive years at the end of each fiscal year.

## 6. RETIREMENT AND PENSION PLANS

The Company has a defined contribution pension plan. In addition, the Company participates in the Small and Medium Enterprises' Retirement Allowance Mutual Aid Plan. Certain subsidiaries also participate in the Small and Medium Enterprises' Retirement Allowance Mutual Aid Plan.

Total contributions paid by the Company and certain subsidiaries for the years ended September 30, 2022 and 2021 are as follows:

	Thousands of Yen		Thousands of Pounds
	<u>2022</u>	<u>2021</u>	<u>2022</u>
Contribution to a defined contribution pension plan	¥ 51,240	¥ 51,430	£ 316
Contribution to the Small and Medium Enterprises' Retirement Allowance Mutual Aid Plan	<u>13,375</u>	<u>14,023</u>	<u>82</u>
Total	<u>¥ 64,616</u>	<u>¥ 65,453</u>	<u>£ 399</u>

## 7. EQUITY

Japanese companies are subject to the Companies Act of Japan (the "Companies Act"). The significant provisions in the Companies Act that affect financial and accounting matters are summarized below:

### **a. Dividends**

Under the Companies Act, companies can pay dividends at any time during the fiscal year in addition to the year-end dividend upon resolution at the shareholders' meeting. Additionally, for companies that meet certain criteria including (1) having a Board of Directors, (2) having independent auditors, (3) having an Audit & Supervisory Board, and (4) the term of service of the directors being prescribed as one year rather than the normal two-year term by its articles of incorporation, the Board of Directors may declare dividends (except for dividends-in-kind) at any time during the fiscal year if the company has prescribed so in its articles of incorporation.

Semiannual interim dividends may also be paid once a year upon resolution by the Board of Directors if the articles of incorporation of the company so stipulate. The Companies Act provides certain limitations on the amounts available for dividends or the purchase of treasury stock. The limitation is defined as the amount available for distribution to the shareholders, but the amount of net assets after dividends must be maintained at no less than ¥3 million.

### **b. Increases/Decreases and Transfer of Common Stock, Reserve, and Surplus**

The Companies Act requires that an amount equal to 10% of dividends must be appropriated as a legal reserve (a component of retained earnings) or as additional paid-in capital (a component of capital surplus), depending on the equity account charged upon the payment of such dividends, until the aggregate amount of legal reserve and additional paid-in capital equals 25% of the common stock. Under the Companies Act, the total amount of additional paid-in capital and legal reserve may be reversed without limitation. The Companies Act also provides that common stock, legal reserve, additional paid-in capital, other capital surplus, and retained earnings can be transferred among the accounts within equity under certain conditions upon resolution of the shareholders.

### **c. Treasury Stock**

The Companies Act also provides for companies to purchase treasury stock and dispose of such treasury stock by resolution of the Board of Directors. The amount of treasury stock purchased cannot exceed the amount available for distribution to the shareholders, which is determined by a specific formula. Under the Companies Act, stock acquisition rights are presented as a separate component of equity. The Companies Act also provides that companies can purchase both treasury stock acquisition rights and treasury stock. Such treasury stock acquisition rights are presented as a separate component of equity or deducted directly from stock acquisition rights.

## 8. INCOME TAXES

The Company and its domestic subsidiaries are subject to Japanese national and local income taxes which, in the aggregate, resulted in a normal effective statutory tax rate of approximately 30.4% for each of the years ended September 30, 2022 and 2021.

The tax effects of significant temporary differences and tax loss carryforwards which resulted in deferred tax assets and liabilities at September 30, 2022 and 2021 are as follows:

	Thousands of Yen		Thousands of Pounds
	2022	2021	2022
Deferred tax assets:			
Inventories	¥ 67,835	¥ 69,956	£ 419
Allowance for doubtful receivables	63	69	0
Accrued bonuses	66,041	72,898	408
Accrued enterprise tax	9,298	24,622	57
Accrued welfare expense	11,404	11,189	70
Accrued business office tax	4,528	4,169	28
Provision for product warranty	11,428	14,236	70
Accounts payable – other	3,366	3,348	20
Land	10,858	10,858	67
Investment securities	971	3,151	6
Property, plant and equipment	177,970	168,831	1,100
Long-term payables	53,360	53,360	329
Asset retirement obligation	12,760	12,485	78
Provision for stock-based compensation	4,202	-	25
Tax loss carryforwards	110,242	148,957	681
Other	30,651	10,569	189
Total of tax loss carryforwards and temporary differences	574,985	608,708	3,555
Less valuation allowance for tax loss carryforwards	(104,582)	(148,957)	(646)
Less valuation allowance for temporary differences	(77,951)	(79,851)	(482)
Total valuation allowance	(182,534)	(228,808)	(1,128)
Deferred tax assets	392,451	379,900	2,426
Deferred tax liabilities:			
Unrealized gain on available-for-sale securities	(6,390)	(38,669)	(39)
Deferred revenue on sales of properties	(57,771)	(57,771)	(357)
Asset retirement obligations	(2,105)	(2,338)	(13)
Other	-	(1,313)	-
Deferred tax liabilities	(66,267)	(100,092)	(409)
Net deferred tax assets	¥ 326,184	¥ 279,807	£ 2,016

The expiration of tax loss carryforwards, the related valuation allowances and the resulting net deferred tax assets as of September 30, 2022 were as follows:

	Thousands of Yen		
	Deferred Tax Assets Relating to Tax Loss Carryforwards	Less Valuation Allowance for Tax Loss Carryforwards	Net Deferred Tax Assets Relating to Tax Loss Carryforwards
<u>Year Ending September 30</u>			
2023			
2024			
2025	¥ 11,903	¥ (11,903)	¥ -
2026			
2027			
2028 and thereafter	<u>98,339</u>	<u>(92,678)</u>	<u>5,660</u>
Total	<u>¥ 110,242</u>	<u>¥ (104,582)</u>	<u>¥ 5,660</u>

	Thousands of Pounds		
	Deferred Tax Assets Relating to Tax Loss Carryforwards	Less Valuation Allowance for Tax Loss Carryforwards	Net Deferred Tax Assets Relating to Tax Loss Carryforwards
<u>Year Ending September 30</u>			
2023			
2024			
2025	£ 73	£ (73)	£ -
2026			
2027			
2028 and thereafter	<u>608</u>	<u>(573)</u>	<u>34</u>
Total	<u>£ 681</u>	<u>£ (646)</u>	<u>£ 34</u>

A reconciliation between the normal effective statutory tax rates and the actual effective tax rate reflected in the accompanying consolidated statements of income for the years ended September 30, 2022 and 2021 was as follows:

	<u>2022</u>	<u>2021</u>
Normal effective statutory tax rates	30.4%	30.4%
Expenses not deductible for tax purposes	1.9	1.7
Valuation allowance	(3.4)	(1.2)
Inhabitants' per capita taxes	0.6	0.7
Amortization of goodwill	-	0.1
Tax credit for research and development costs	(5.1)	(1.7)
Income taxes of prior years	(0.3)	(0.1)
Difference in tax rates in subsidiaries	(3.1)	(1.5)
Other	<u>0.2</u>	<u>0.5</u>
Actual effective tax rates	<u>21.2%</u>	<u>28.8%</u>

## 9. REVENUE

### (1) Disaggregation of Revenue

Revenues from contracts with customers on a disaggregated basis for the year ended September 30, 2022, were as follows:

	Thousands of Yen			
	2022			
	Reportable Segment			
	Vibration Simulation System	Test and Solution Service	Measuring System	Total
Geographical areas:				
Japan	¥ 4,237,470	¥ 1,932,679	¥ 674,103	¥ 6,844,254
Asia	1,392,719	304,520	179,600	1,876,841
Europe	2,413,371	-	1,851	2,415,222
Other	747,542	-	4,598	752,141
Total	8,791,105	2,237,200	860,153	11,888,459
Timing of revenue recognition:				
Goods or service transferred at a point in time	8,695,853	2,237,200	860,153	11,793,207
Goods or service transferred over time	95,251	-	-	95,251
Total	¥ 8,791,105	¥ 2,237,200	¥ 860,153	¥ 11,888,459
	Thousands of Pounds			
	2022			
	Reportable Segment			
	Vibration Simulation System	Test and Solution Service	Measuring System	Total
Geographical areas:				
Japan	£ 26,202	£ 11,950	£ 4,168	£ 42,321
Asia	8,611	1,883	1,110	11,605
Europe	14,923	-	11	14,934
Other	4,622	-	28	4,650
Total	54,360	13,833	5,318	73,512
Timing of revenue recognition:				
Goods or service transferred at a point in time	53,771	13,833	5,318	72,923
Goods or service transferred over time	588	-	-	588
Total	£ 54,360	£ 13,833	£ 5,318	£ 73,512

Geographical sales are categorized by countries or areas based on the location of customers.

## **(2) Basic Information to Understand Revenues from Contracts with Customers**

Information fundamental to understand revenues from contracts with customers is as presented in Note 2, "SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, u. Basis for Recognizing Significant Revenue and Expenses."

## **(3) Contract Balances**

Receivables from contract with customers and contract liabilities at the beginning and end of the year are as follows:

	Thousands of Yen	Thousands of Pounds
	<u>2022</u>	<u>2022</u>
Receivables from contracts with customers:		
Balance at beginning of year	¥4,102,870	£25,370
Balance at end of year	4,132,890	25,555
Contract liabilities:		
Balance at beginning of year	594,147	3,673
Balance at end of year	851,370	5,264

Contract liabilities are mainly advances received from customers. Contract liabilities are reversed as revenues are recognized. Among revenues recognized during the current fiscal year, the amount included in the beginning balance of contract liabilities is ¥594,147 thousand (£3,673 thousand).

A practical expedient was applied since there are no significant contracts with an initial expected contract term of more than one year. As a result, information is omitted. In addition, consideration to be received from contracts with customers does not comprise any significant amounts that are not included in transaction prices.

## **10. RESEARCH AND DEVELOPMENT COSTS**

Research and development costs charged to income were ¥774,737 thousand (£4,790 thousand) and ¥392,587 thousand for the years ended September 30, 2022 and 2021, respectively.

## **11. GAIN ON CONTRACT CANCELLATION**

The share purchase agreement to acquire shares of M&G Hagger Limited and Vibratex Limited by our consolidated subsidiary, 1G DYNAMICS Limited, in July 2017 included a contingent consideration clause to the acquiree. However, as a result of additional acquisition of shares of 1G DYNAMICS Limited which was held by the acquiree on September 1, 2021 and re-examination of the clause, the clause was nullified, and long-term liability was reversed recognizing a gain on contract cancellation.

## **12. GAIN ON SALE OF SUBSIDIARY SHARES**

On November 30, 2021, the shares of subsidiary, Data Techno Inc. was transferred and gain on sale of subsidiary shares was recognized.

## **13. FINANCIAL INSTRUMENTS AND RELATED DISCLOSURES**

### **(1) Group Policy for Financial Instruments**

The Group manages cash surplus primarily by investing only in short-term deposits, and primarily raises funds by borrowing from banks.

The Group operates funds limiting cash and deposits and others and mainly raises funds through bank loans. The Group does not enter into derivatives.

## (2) Nature and Extent of Risks Arising from Financial Instruments

Trade receivables, such as notes and accounts receivable, and electronically recorded monetary claims are exposed to customer credit risk. In accordance with the internal policy for managing credit risk, the Group monitors outstanding balances periodically by setting the credit limit amount by customers based on the amount of transactions. Investment securities which are exposed to the risk of market price fluctuations are mainly shares of listed companies which the Group has business with. The fair values of these securities and financial conditions of the issuers are periodically reviewed.

Payment terms of payables, such as notes and account payable, and electronically recorded obligations are less than one year. Among interest bearing debt, short-term bank loans are utilized for business operation and long-term debt is utilized for the purpose of making capital expenditures.

## (3) Fair Values of Financial Instruments

Fair values of financial instruments are as follows. Investments in equity instruments that do not have a quoted market price in an active market are not included in the following table. The fair values of cash and cash equivalents, trade notes and accounts receivable, electronically recorded monetary claims, trade notes and accounts payable, electronically recorded obligations, and short-term bank loans are not disclosed because their maturities are short and the carrying values approximate fair value.

### (a) Fair values of financial instruments

<u>September 30, 2022</u>	Thousands of Yen		
	<u>Carrying Amount</u>	<u>Fair Value</u>	<u>Unrealized Loss</u>
Investment securities	¥ 77,407	¥ 77,407	¥ -
Current portion of long-term debt	1,050,605	1,049,762	(842)
Long-term debt	909,038	906,281	(2,756)

  

<u>September 30, 2021</u>	Thousands of Yen		
	<u>Carrying Amount</u>	<u>Fair Value</u>	<u>Unrealized Loss</u>
Investment securities	¥ 298,917	¥ 298,917	¥ -
Current portion of long-term debt	1,027,885	1,028,203	318
Long-term debt	1,909,643	1,912,025	2,382

  

<u>September 30, 2022</u>	Thousands of Pounds		
	<u>Carrying Amount</u>	<u>Fair Value</u>	<u>Unrealized Loss</u>
Investment securities	£ 478	£ 478	£ -
Current portion of long-term debt	6,496	6,491	(5)
Long-term debt	5,621	5,604	(17)

Disclosures of Cash and Cash Equivalents, Trade Notes and Accounts Receivable, Electronically Recorded Monetary Claims, Trade Notes and Accounts Payable, Electronically Recorded Obligations, and Short-term Bank Loans are omitted as carrying amounts approximate fair value because of their short maturities.



(b) Carrying amount of investments in equity instruments that do not have a quoted market price in an active market at September 30, 2022 and 2021 are as follows:

	Thousands of Yen		Thousands of Pounds
	<u>2022</u>	<u>2021</u>	<u>2022</u>
Unlisted equity securities	¥100,200	¥200	£619

**(4) Maturity Analysis for Monetary Assets with Contractual Maturities**

The redemption schedule of monetary assets as of September 30, 2022 is as follows:

	Thousands of Yen			
	Due in 1 Year or Less	Due after 1 Year through 5 Years	Due after 5 Years through 10 Years	Due after 10 Years
<u>September 30, 2022</u>				
Cash and cash equivalents	¥ 249,524	¥ -	¥ -	¥ -
Trade notes and accounts receivable	3,559,730	-	-	-
Electronically recorded monetary claims	<u>573,160</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total	<u>¥ 4,382,414</u>	<u>¥ -</u>	<u>¥ -</u>	<u>¥ -</u>

  

	Thousands of Pounds			
	Due in 1 Year or Less	Due after 1 Year through 5 Years	Due after 5 Years through 10 Years	Due after 10 Years
<u>September 30, 2022</u>				
Cash and cash equivalents	£ 1,542	£ -	£ -	£ -
Trade notes and accounts receivable	22,011	-	-	-
Electronically recorded monetary claims	<u>3,544</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total	<u>£ 27,098</u>	<u>£ -</u>	<u>£ -</u>	<u>£ -</u>

Please see Note 5 for annual maturities of long-term debt.

**(5) Financial Instruments Categorized by Fair Value Hierarchy**

The fair value of financial instruments is categorized into the following three levels, depending on the observability and significance of the inputs used in making fair value measurements:

- Level 1: Fair values measured by using quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: Fair values measured by using inputs other than quoted prices included within Level 1 that are observable for the assets or liabilities, either directly or indirectly.
- Level 3: Fair values measured by using unobservable inputs for the assets or liabilities.

If multiple inputs are used that have a significant impact on the measurement of fair value, fair value is classified at the lowest level in the fair value measurement among the levels to which each of these inputs belongs.

- (a) *The financial assets and liabilities measured at the fair values in the consolidated balance sheet*

<u>September 30, 2022</u>	Thousands of Yen			Total
	Level 1	Level 2	Level 3	
Marketable and investment securities:				
Available-for-sale securities:				
Equity securities	¥ 77,407	¥ -	¥ -	¥ 77,407
Total assets	¥ 77,407	¥ -	¥ -	¥ 77,407

<u>September 30, 2022</u>	Thousands of Pounds			Total
	Level 1	Level 2	Level 3	
Marketable and investment securities:				
Available-for-sale securities:				
Equity securities	£ 478	£ -	£ -	£ 478
Total assets	£ 478	£ -	£ -	£ 478

- (b) *The financial assets and liabilities not measured at the fair values in the consolidated balance sheet*

<u>September 30, 2022</u>	Thousands of Yen			Total
	Level 1	Level 2	Level 3	
Current portion of long-term debt	¥ -	¥ 1,049,762	¥ -	¥ 1,049,762
Long-term debt	-	906,281	-	906,281
Total liabilities	¥ -	¥ 1,956,044	¥ -	¥ 1,956,044

<u>September 30, 2022</u>	Thousands of Pounds			Total
	Level 1	Level 2	Level 3	
Current portion of long-term debt	£ -	£ 6,491	£ -	£ 6,491
Long-term debt	-	5,604	-	5,604
Total liabilities	£ -	£ 12,095	£ -	£ 12,095

The following is a description of valuation methodologies and inputs used for measurement of the fair value of assets and liabilities:

Investment securities

The fair values of listed equity securities are measured at the quoted market prices. Since listed equity securities are traded in active markets, the fair values of listed equity securities are categorized as Level 1.

Current portion of long-term debt and long-term debt

The fair value of long-term debt is calculated based on the present value of the total principal and interest discounted at the interest rate that would be applicable to a new similar borrowing and are categorized as Level 2.

#### 14. OTHER COMPREHENSIVE INCOME (LOSS)

The components of other comprehensive income (loss) for the years ended September 30, 2022 and 2021 were as follows:

	Thousands of Yen		Thousands of Pounds
	2022	2021	2022
Unrealized loss on available-for-sale securities:			
Loss arising during the year	¥ (29,289)	¥ 57,539	£(181)
Reclassification adjustments to income or loss	<u>(82,605)</u>	<u>-</u>	<u>(510)</u>
Amount before income tax effect	(111,894)	57,539	(691)
Income tax effect	<u>32,266</u>	<u>(17,239)</u>	<u>199</u>
Total	<u>¥ (79,627)</u>	<u>¥ 40,300</u>	<u>£(492)</u>
Foreign currency translation adjustments:			
Amounts arising during the year	<u>¥ (44,381)</u>	<u>¥(20,143)</u>	<u>£(274)</u>
Total	<u>¥(124,008)</u>	<u>¥ 20,157</u>	<u>£(766)</u>

#### 15. SUBSEQUENT EVENT

##### *Appropriation of Retained Earnings*

The following appropriation of retained earnings at September 30, 2022 was approved at the Company's shareholders' meeting held on December 23, 2022:

	Thousands of Yen	Thousands of Pounds
Year-end cash dividends, ¥10 (£0.06) per share	¥162,935	£1,007

#### 16. SEGMENT INFORMATION

Under ASBJ Statement No. 17, "Accounting Standard for Segment Information Disclosures," and ASBJ Guidance No. 20, "Guidance on Accounting Standard for Segment Information Disclosures," an entity is required to report financial and descriptive information about its reportable segments. Reportable segments are operating segments or aggregations of operating segments that meet specified criteria. Operating segments are components of an entity for which separate financial information is available and for which such information is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance. Generally, segment information is required to be reported on the same basis as is used internally for evaluating operating segment performance and deciding how to allocate resources to operating segments.

The Group is primarily engaged in manufacturing and sales of simulation systems related to vibration and measuring systems, and provides vibration testing outsourced by clients. Therefore, there is only one reportable segment, and the disclosure of segment information for the years ended September 30, 2022 and 2021 has been omitted. Details on the products of the vibration business are as follows:

##### 1) Dynamic simulation system

The Group manufactures and sells dynamic simulation systems and all-weather simulation system (vibration combined environmental simulation systems) and provides repair and maintenance services for those products.

2) Test and solution service

In addition to manufacturing and sales of the preceding products, the Group provides testing services. Based on requests for vibration tests and analysis from customers, the Group performs environmental testing, including vibration tests for specimens, and performs analyses based on the results of the tests.

3) Measuring system

The Group manufactures and sells measuring systems (including vibration testing systems, vibration monitoring systems, seismic monitoring systems, and environmental reliability evaluation systems) and provides repair and maintenance services for those products. Those systems sense earthquakes and abnormal vibrations resulting from the deterioration and abrasion of industrial machinery and are used to prevent of secondary disasters from earthquakes and in predictive maintenance.

**(1) Information on Products and Services**

Information on each product and service for the years ended September 30, 2022 and 2021 is as follows:

	Thousands of Yen			
	2022			
	Vibration Simulation System	Test and Solution Service	Measuring System	Total
Sales to external customers	¥8,791,105	¥2,237,200	¥860,153	¥11,888,459

  

	Thousands of Yen			
	2021			
	Vibration Simulation System	Test and Solution Service	Measuring System	Total
Sales to external customers	¥8,364,978	¥2,026,040	¥1,184,989	¥11,576,008

  

	Thousands of Pounds			
	2022			
	Vibration Simulation System	Test and Solution Service	Measuring System	Total
Sales to external customers	£54,360	£13,833	£5,318	£73,512

**(2) Information on Geographical Areas**

Information on geographical areas for the years ended September 30, 2022 and 2021 is as follows:

(a) Sales

Thousands of Yen				
2022				
Japan	Europe	Asia	Other	Total
¥6,844,254	¥2,415,222	¥1,876,841	¥752,141	¥11,888,459

Thousands of Yen				
2021				
Japan	Europe	Asia	Other	Total
¥7,751,515	¥2,137,790	¥1,477,685	¥209,017	¥11,576,008

Thousands of Pounds				
2022				
Japan	Europe	Asia	Other	Total
£42,321	£14,934	£11,605	£4,650	£73,512

Note: Sales are classified by country or region based on the location of customers.

(b) *Property, plant and equipment*

As the balances of property, plant and equipment in Japan account for more than 90% of those in the consolidated financial statements, disclosure of property, plant and equipment as of September 30, 2022 and 2021 has been omitted.

**(3) Information on Goodwill**

There was no amortization expense of goodwill for the year ended September 30, 2022. Amortization expense of goodwill amounted to ¥4,185 thousand for the year ended September 30, 2021.

There was no balance of goodwill as of September 30, 2022 and 2021, respectively.

**17. RELATED-PARTY TRANSACTIONS**

Principal transactions between the Company and its related party for the years ended September 30, 2022 and 2021 are as follows:

	Thousands of Yen		Thousands of Pounds
	2022	2021	2022
Kura Corporation:			
Purchase of finished goods	¥34,740	¥38,982	£214
Rent of factory	8,810	16,018	54

Balances due to the related party at September 30, 2022 and 2021 are as follows:

	Thousands of Yen		Thousands of Pounds
	2022	2021	2022
Due to:			
Kura Corporation	¥2,612	¥3,111	£16

Applicable consumption taxes are not included in the transaction amounts but are included in the balances in the table above.

The transaction price was determined using the same method as for the third-party transaction.

Rental fee is determined in reference to market value.

Kura Corporation is wholly owned by the relatives of Kenya Kusano, a director of the Company.

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