



Financial Results (Consolidated) for Third Quarter of Fiscal Year Ending March 2016 (Japanese Accounting Standards)

February 9, 2016

22.29

Zensho Holdings Co., Ltd. Name of listed firm: Exchange: TSE

Code no.: URL http://www.zensho.co.jp/ 7550

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(title) Senior General Manager of Group (name) Kiyohiko Niwa Address any inquiries to: (tel.) 03 (6833) 1600 Finance and Accounting Division

Starting date of dividend payment (planned):

Date of submission of quarterly report (planned): February 9, 2016

Supplemental explanatory materials on consolidated financial results prepared?

Investors meeting held on settlement of accounts?

(Figures rounded down to the nearest million yen)

1. Consolidated financial performance in the third quarter of the fiscal year ending March 2016 (April 1 - December, 31, 2015)

(1) Consolidated business performance (cumulative)

(Percentages [%] indicate year-on-year changes)

	Sales	Operating p	rofit	Ordinary p	rofit	Profit attribution owners of p	
	Millions of yen %	Millions of yen	%	Millions of yen	%	Millions of yen	%
Q3, FY 2016	396,650 3.5	9,042	528.6	8,674	361.3	3,336	_
Q3, FY 2015	383,410 10.2	1,438	(75.1)	1,880	(67.3)	(2,548)	_

Q3, FY 2016: Q3, FY 2015: 475 million yen (-78.6 %) Note: Comprehensive income: 2,873 million yen (504.9 %);

	Quarterly net profit per share	Quarterly diluted net profit per share
	yen	yen
Q3, FY 2016	22.46	_
Q3, FY 2015	(17.15)	_

(2) Consolidated financial position

(2) Consolidated illianci	(2) Consolidated illianicial position						
	Total assets	Net assets	Capital adequacy ratio	Net assets per share			
	Millions of yen	Millions of yen	%	yen			
Q3, FY 2016	281,789	75,897	22.1	419.68			
FY 2015	289.467	74.233	21.0	410.09			

Reference: Equity capital: Q3, FY 2016: 62,353 million yen; FY 2015: 60,929 million ven

2. Dividend position

		Annual dividends					
	End of Q1	End of Q2	End of Q3	Year-end	Total		
	yen	yen	yen	yen	yen		
FY 2015	_	0.00	_	0.00	0.00		
FY 2016	_	4.00	_				
FY 2016 (forecast)				4.00	8.00		

Note: Change in most recently announced dividend forecasts?

6.8

546,725

3. Consolidated business performance forecasts for FY 2016 (April 1, 2015 – March 31, 2016) (Percentages [%] indicate changes from the previous year.)

	(referringes from marcase changes from the previous year.)						
	Sales	Operating profit	Ordinary profit	Profit attributable to owners of parent	Net profit per share		
·	Millions of yen %	Millions of ven %	Millions of van %	Millions of van	ven		

10,939 280.5

3,311

389.8

Note: Change in most recently announced business performance forecasts?

12,235

Notes

(1) Important changes in subsidiaries (changes in specified subsidiaries resulting in change in scope of consolidation) during the cumulative period through the consolidated third quarter of this fiscal year:

Y / N

(2) Special accounting policies applied in preparation of the quarterly consolidated financial $_{\rm Y}$ / $_{\rm N}$ results?

(3) Changes in accounting policies, changes in accounting estimates, and restatement

(i) Changes in accounting policies resulting in revisions of accounting standards:

Y / N

(ii) Other changes in accounting policies:

Y / N

(iii) Changes in accounting estimates:

Y / N

(iv) Restatement

y / N

Note: For details, please see the section "2. Notes on Summary Information (Notes) (3) Changes in accounting policies, changes in accounting estimates, and restatement" on page 4 of the attached document.

(4) Shares issued and outstanding (common stock)

- Number of shares issued and outstanding (including treasury stock) at the end of the period
- (ii) Number of shares of treasury stock at the end of the period
- (iii) Average number of shares during the fiscal year (quarter cumulative)

Q3, FY 2016	148,600,000	shares	FY 2015	148,600,000	shares
Q3, FY 2016	24,039	shares	FY 2015	23,823	shares
Q3, FY 2016	148,576,106	shares	Q3, FY 2015	148,576,300	shares

Notes on quarterly review procedures

These quarterly financial results are not subject to the procedures for the review of quarterly reports under the Financial Instruments and Exchange Act. Procedures for the review of quarterly consolidated financial statements had been completed before these financial results were released.

Notes on appropriate use of forecasts of business performance and other notes

(Notes on forward-looking statements, etc.)

The forecast figures indicated above are projections based on the information available at the time they were prepared. They include some degree of uncertainty. Actual business performance and other results may differ from the forecast figures indicated above. See p. 3 of the Appendix for information on the above forecast figures.

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- 1. Qualitative Information on Quarterly Consolidated Business Performance, etc.
- (1) Qualitative information on quarterly consolidated business performance

During the consolidated cumulative third quarter of this fiscal year (April 1 – December, 31, 2015), the Japanese economy continued its gentle recovery with improvements in company profit and the employment environment. However, there remains the uncertainty over the future, due to the concerns about downturn of overseas economies, including the Chinese one, and other factors.

In the restaurant industry, recovery of personal consumption has been slow, and so the business environment remains stringent.

Under these circumstances, the sales of existing stores in the Gyudon category such as Sukiya, the Family Dining category such as Coco's and Jolly Pasta and the Fast Food Service category such as Hamasushi were 102.1% year-on-year, 98.6% year-on-year, and 99.7% year-on-year, respectively. Regarding the profit, despite the rise in ingredient prices including beef prices, there was an increase in profit compared to the same period of the previous year as the late-night store operations of the Gyudon chain, "Sukiya," have been resumed and other reasons.

At the end of the consolidated third quarter of this fiscal year, the Group's number of stores stood at 4,804 locations. Events contributing to this figure included the opening of 115 restaurants and the closing of 41 restaurants

Consequently, the business performance in the consolidated cumulative third quarter of this fiscal year showed sales of 396,650 million yen (up 3.5% year-on-year), operating income of 9,042 million yen (up 528.6% year-on-year), ordinary income of 8,674 million yen (up 361.3% year-on-year), and profit attributable to owners of parent of 3,336 million yen (loss attributable to owners of parent of 2,548 million yen in the same period of the previous year).

An overview of conditions by business segment is provided below.

① Restaurant business

The sales of the restaurant business in the consolidated cumulative third quarter of this fiscal year were 349,866 million yen (up 1.6% year-on-year), and operating income was 8,901 million yen (up 287.8% year-on-year). The performance of the restaurant business for each major category is as follows.

Gyudon category

With the opening of 59 restaurants and the closing of 27 restaurants, the number of restaurants in the Gyudon category at the end of the consolidated third quarter of this fiscal year totaled at 2,613. This figure includes 1,972 outlets in the Sukiya chain and 472 outlets (including 16 franchised outlets) in Nakau chain.

Sukiya, a gyudon chain operated by Sukiya Co., Ltd., revised the recipe of Gyudon, increasing the amount of beef and onion, under the concept of "New Value," and changed its price from 291 yen (270 yen plus tax) to 350 yen (tax included) on April 15, 2015. In addition, Sukiya has made efforts to improve its performance by launching new and seasonal dishes, including "Chicken and colorful vegetable curry" (regular size: 580 yen (tax included)) and "Gyu-sukinabe-teishoku (beef sukiyaki pot set meal)" (regular size: 680 yen (tax included)), and implementing the campaign titled "Autumn Meet Festival (discounting 60 yen from the gyudon price)" to promote more customers to enjoy the gyudon with "New Value." Sukiya is striving to strengthen quality controls and improve its service to allow customers to continue to enjoy safe and delicious products.

Nakau, rice bowl dishes and Kyoto-style udon noodle chain operated by Nakau Co., Ltd., sought to improve business performance by undertaking various sales promotions while strengthening the attraction of its products by introducing new and seasonal products and improving existing products.

Due to these efforts, sales in the Gyudon category in the consolidated cumulative third quarter of this fiscal year totaled 141,066 million yen (up 7.4% year-on-year).

Family Dining category

With the opening of 5 restaurants and the closing of 1 restaurant, the number of restaurant locations in the Family Dining category stood at 1,369 outlets (including 77 franchised outlets) at the end of the consolidated third quarter of this fiscal year.

Coco's, the standard restaurant chain operated by Coco's Japan Co., Ltd., sought to strengthen business performance through adding high-value-added fair menus which are tailored to customers' needs and enhancing service standards of the restaurants.

The Big Boy, the chain of hamburg steak and grill restaurants and other chain operated by Big Boy Japan Inc. sought to improve business performance in various ways, such as improving their main products, enhancing salad bar and soup bar, and adding special menus.

Jolly Pasta, the pasta specialty restaurant chain, operated by Jolly Pasta Co., Ltd., sought to make its menus even more delicious by enriching menus and introducing new dishes using seasonal ingredients. Jolly Pasta

have pursued the chain's identity as a pasta specialist, under the slogan "When you want pasta, it's Jolly Pasta".

To increase customer satisfaction, Hanaya Yohei, the Japanese-cuisine restaurant chain operated by Hanaya Yohei Co., Ltd. targeted various improvements, including improving service by strengthening training of instore employees, improving labor productivity, and developing products that use seasonal ingredients.

As for the restaurant business in the U.S., all shares of the company operating this business were transferred at the end of the previous consolidated fiscal year.

Due to these efforts, sales in the Family Dining category in the consolidated cumulative third quarter of this fiscal year totaled 99,170 million yen. (down 13.0% year-on-year)

Fast Food Service category

With the opening of 51 restaurants and the closing of 10 restaurants, the number of restaurant locations in the Fast Food Service category at the end of the consolidated third quarter of this fiscal year stood at 723 outlets. "Hamasushi", kaiten-sushi restaurants (sushi restaurants with conveying belts) operated by Hamazushi Co., Ltd., sought to expand their businesses by increasing the number of restaurants, enhancing quality of products and strengthening services at the restaurants.

Due to these efforts, sales in the Fast Food Service category in the consolidated cumulative third quarter of this fiscal year totaled 88,640 million yen (up 13.1% year-on-year).

Other category

Sales in the Other category in the consolidated cumulative third quarter of this fiscal year totaled 20,989 million yen (up 1.4% year-on-year).

Main businesses in this category include Tolona Japan Co., Inc., which sells frozen pizza, etc.; Global Fresh Supply Co., Ltd., a company which handles logistics functions for the Zensho Group; and Global Table Supply Co., Ltd., which procures uniforms, equipments etc.

② Retail business

Sales in retail business in the consolidated cumulative third quarter of this fiscal year were 46,783 million yen (up 20.0% year-on-year) and operating income was 141 million yen (operating loss of 902 million yen in the same period of the previous year).

The retail business of our company is operated by Maruya Co., Ltd., Maruei Co., Ltd., and VERY FOODS -owariya-, which operates the supermarket business, and United Veggies Co., Inc., which sells fruits and vegetables.

(2) Information on consolidated financial position

(Assets)

At the end of the consolidated third quarter of this fiscal year, the assets decreased by 7,678 million yen from the end of the previous consolidated fiscal year to 281,789 million yen, mainly due to the decrease in cash and deposits resulting from the repayment of borrowings.

(Liabilities)

At the end of the consolidated third quarter of this fiscal year, liabilities decreased by 9,342 million yen from the end of the previous consolidated fiscal year to 205,891 million yen, mainly due to the decrease in borrowings and consumption tax payable.

(Net assets)

At the end of the consolidated third quarter of this fiscal year, net assets increased by 1,664 million yen from the end of the previous consolidated fiscal year to 75,897 million yen, mainly due to the increase in retained earnings.

(3) Qualitative information on forecasts of consolidated business performance

There are no revisions to the earnings forecast for the fiscal year ending Mar. 2016 (Apr. 1, 2015–Mar. 31, 2016), which was announced on May 12, 2015.

- 2. Notes on Summary Information (Notes)
- (1) Important transfers in subsidiaries during the consolidated cumulative third quarter of this fiscal year None
- (2) Special accounting policies applied in preparation of the quarterly consolidated financial statements None
- (3) Changes in accounting policies, changes in accounting estimates, and restatement Changes in accounting policies

(Application of the Accounting Standard for Business Combination)

The "Accounting Standard for Business Combination" (ASBJ Statement No. 21, September 13, 2013, hereinafter referred to as the "Business Combination Accounting Standard."), the "Accounting Standard for Consolidated Financial Statements" (ASBJ Statement No. 22, September 13, 2013, hereinafter referred to as the "Consolidated Accounting Standard.") and the "Accounting Standard for Business Divestitures," (ASBJ Statement No. 7, September 13, 2013, hereinafter referred to as the "Business Divestitures Accounting Standard.") shall be applied from the consolidated first quarter of this fiscal year. In the case that ownership were to be continued, our company shall post the change in our equity on the subsidiary as capital surplus, and record acquisition-related cost as the expense for the fiscal year in which it emerged. As for the business combination after the beginning of the first quarter of this consolidated fiscal year, we shifted to the method of reflecting the revision to the allocated amount of acquisition cost based on provisional accounting settlement in the quarterly consolidated financial statements for the period including the business combination. In addition, we changed the indication of quarterly net profit, etc. and shifted from minority interest to non-controlling interest. In order to reflect these revisions, quarterly and annual consolidated financial statements for the previous third quarter and the previous consolidated financial year have been reproduced.

As for the application of the Business Combination Accounting Standard, etc., we follow the provisions for transitional handling specified in the Business Combination Accounting Standard No. 58, Section 2 (4), the Consolidated Accounting Standard No. 44, Section 5 (4) and the Business Divestiture Accounting Standard No. 57, Section 4 (4), from the onset of this first consolidated accounting guarter to the future.

As a result of this, there is a slight influence on the operating and ordinary incomes, quarterly net income before taxes, etc. for the third quarter of this consolidated fiscal year, and capital surplus as of the end of the third quarter of this consolidated fiscal year.

${\it 3. Quarterly Consolidated Financial Statements}\\$

(1) Quarterly consolidated balance sheet

(1) Quarterly consolidated balance sheet		(Units: Millions of yen)
	Previous consolidated fiscal year	Consolidated third quarter of this fiscal year
Assala	(March 31, 2015)	(December, 31, 2015)
Assets		
Current assets	20.420	20 565
Cash and deposits Notes and accounts receivable – trade	29,428 4,837	
Merchandise and products	4,63 <i>1</i> 19,171	
In-process inventories	571	
Raw materials and supplies		
Other receivables	3,457	
Allowance for doubtful accounts	15,187 (8)	17,746 (12)
Total current assets	72,645	68,168
Noncurrent assets		
Property, plant and equipment	105 555	100 110
Buildings and structures	165,755	
Accumulated depreciation	(87,732)	
Buildings and structures (net)	78,023	
Machinery and vehicles	10,222	
Accumulated depreciation	(5,188)	
Machinery and vehicles (net)	5,034	
Other	84,090	
Accumulated depreciation	(40,392)	
Other (net)	43,697	44,910
Total property, plant, and equipment	126,755	128,158
Intangible assets		
Goodwill	14,135	13,543
Other	3,034	2,981
Total intangible assets	17,170	16,525
Investments and other assets		
Investment securities	2,500	1,834
Guarantee deposits	33,647	33,578
Other	36,610	33,443
Allowance for doubtful accounts	(18)	(18)
Total investments and other assets	72,739	68,837
Total noncurrent assets	216,664	213,520
Deferred assets	157	100
Total assets	289,467	281,789

(Units: Millions of yen)

	Previous consolidated	Consolidated third quarter of
	figural recom	
	fiscal year	this fiscal year
	(March 31, 2015)	(December, 31, 2015)
Liabilities		
Current liabilities		
Notes and accounts payable – trade	15,877	19,646
Short-term loans payable	9,214	984
Current portion of bonds	5,490	5,420
Current portion of long-term loans payable	32,791	32,748
Accrued income taxes	2,179	980
Reserves	1,368	708
Other	32,092	27,592
Total current liabilities	99,014	88,080
Noncurrent liabilities		
Corporate bonds	13,255	9,480
Long-term loans payable	88,432	93,198
Net defined benefit liability	715	663
Asset retirement obligations	1,839	1,864
Other	11,976	12,60′
Total noncurrent liabilities	116,219	117,810
Total liabilities	215,233	205,891
Net assets		
Shareholders' equity		
Capital stock	23,470	23,470
Capital surplus	24,023	24,034
Retained earnings	12,469	14,976
Treasury stock	(21)	(21)
Total shareholders' equity	59,941	62,459
Accumulated other comprehensive income		
Net unrealized holding gains on securities	(306)	(197
Deferred hedging gains/losses	261	(254
Remeasurements of defined benefit plans	(9)	(9
Foreign currency translation adjustments	1,041	358
Total accumulated other comprehensive income	987	(106
Non-controlling interests	13,304	13,548
Total net assets	74,233	75,897
Total liabilities and net assets	289,467	281,789

(2) Quarterly consolidated statement of profit and loss and consolidated statement of comprehensive income (Quarterly consolidated statement of profit and loss)

(Cumulative period through the consolidated third quarter of this fiscal year)

(Units: Millions of yen)

		(Units: Millions of yen)
	Cumulative period through the	Cumulative period through the
	consolidated third quarter of the previous fiscal year	consolidated third quarter of this fiscal year
	(April 1 – December, 31, 2014)	(April 1 – December, 31, 2015)
Sales	383,410	396,650
Cost of sales	165,046	173,043
Gross profit	218,363	223,607
Sales and general administrative expenses	216,925	214,564
Operating profit	1,438	9,042
Non-operating income		
Interest income	309	307
Dividend income	48	5
Lease income	272	191
Foreign exchange gains	1,292	204
Other	283	426
Total non-operating income	2,207	1,136
Non-operating expenses		
Interest expenses	1,181	987
Lease expenses	199	124
Other	384	392
Total non-operating expenses	1,765	1,504
Ordinary profit	1,880	8,674
Extraordinary income	·	,
Gains on sale of noncurrent assets	192	0
Gain on sales of investment securities	54	0
Compensation	8	28
Gain on liquidation of subsidiaries	_	285
Insurance income	_	130
Other	27	35
Total extraordinary income	282	481
Extraordinary losses		
Loss on retirement of noncurrent assets	686	551
Impairment loss	368	6
Loss on closing of stores	370	181
Other	679	382
Total extraordinary losses	2,105	1,122
Net profit before income taxes	57	8,032
Corporate, residence and enterprise taxes	2,627	2,236
Income taxes – deferred	(634)	1,816
Total corporate taxes	1,992	4,052
Net profit (loss) before non-controlling interests	(1,935)	3,979
Profit attributable to non-controlling interests	612	643
Net profit (loss) attributable to owners of parent	(2,548)	3,336
i construction in the construction of particular	(=,010)	3,000

(Quarterly consolidated statement of comprehensive income) (Cumulative period through the consolidated third quarter of this fiscal year)

		(Units: Millions of yen)
	Cumulative period through the consolidated third quarter of the previous fiscal year (April 1 – December, 31, 2014)	Cumulative period through the consolidated third quarter of this fiscal year (April 1 – December, 31, 2015)
Net profit (loss) before non-controlling interests	(1,935)	3,979
Other comprehensive income		
Valuation difference on available-for-sale securities	505	108
Deferred hedging gains/losses	1,237	(516)
Remeasurements of defined benefit plans	(0)	0
Foreign currency translation adjustments	668	(698)
Total other comprehensive income	2,410	(1,106)
Comprehensive income	475	2,873
(Breakdown)		
Comprehensive income attributable to owners of parent	(188)	2,243
Comprehensive income attributable to non- controlling interests	663	629

(3) Notes on consolidated financial statements

(Notes on going concern assumption)

Not applicable

(Notes on significant changes in the amount of shareholders' equity (if any))

Not applicable

(Segment information)

[Segment information]

- I. Cumulative period through the consolidated third quarter of the previous fiscal year (April 1 December, 31, 2014)
- 1. Information on sales, profits or losses, assets, liabilities, and other items for each segment

(Units: Millions of ven)

	Reportabl Restaurant	e segment Retail business	Total	Adjustment Amount*1	Consolidated balance sheet amount*2
	business	recan business			amount 2
Net Sales					
(1) Sales to external customers	344,426	38,984	383,410	_	383,410
(2) Intersegment sales or transferred amount	1,309	24	1,333	(1,333)	_
Total	345,735	39,008	384,744	(1,333)	383,410
Segment income (loss)	2,295	(902)	1,393	45	1,438

- Note: 1. Adjustment amount of segment income (loss) of $\S45$ million are mainly elimination of intersegment transactions
 - 2. The total amount of segment income (loss) is adjusted with the operating income in the quarterly consolidated statement of profit and loss.
 - 3. Intersegment sales or transferred amount are calculated based on current market price.
 - 2. Reportable segment information concerning impairment losses or goodwill amortization (Important impairment loss related to noncurrent assets)

With regard to the "Restaurant business" segment, we posted the impairment loss of restaurant assets. The amount of the impairment loss comes to 368 million yen for the third quarter of this consolidated fiscal year.

(Important fluctuation in goodwill amount)

Not applicable

(Important negative goodwill profit)

Not applicable

- II. Cumulative period through the consolidated third quarter of this fiscal year (April 1 December, 31, 2015)
- 1. Information on sales, profits or losses, assets, liabilities, and other items for each segment

(Units: Millions of yen)

	Reportabl Restaurant business	e segment Retail business	Total	Adjustment Amount*1	Consolidated balance sheet amount*2
Net Sales	business				
(1) Sales to external customers	349,866	46,783	396,650	_	396,650
(2) Intersegment sales or transferred amount	1,532	87	1,619	(1,619)	_
Total	351,399	46,870	398,270	(1,619)	396,650
Segment income	8,901	141	9,042	(0)	9,042

- Note: 1. Adjustment amount of segment income of -\(\frac{1}{4}\)0 million are mainly elimination of intersegment transactions
 - 2. The total amount of segment income is adjusted with the operating income in the quarterly consolidated statement of profit and loss.
 - 3. Intersegment sales or transferred amount are calculated based on current market price.
 - 2. Reportable segment information concerning impairment losses or goodwill amortization (Important impairment loss related to noncurrent assets)

With regard to the "Retail business" segment, we posted the impairment loss of store assets. The amount of the impairment loss comes to 6 million yen for the third quarter of this consolidated fiscal year.

(Important fluctuation in goodwill amount)

Not applicable

(Important negative goodwill profit)
Not applicable