

# **Presentation Materials**

March 2016



**MIRAIT Holdings Corporation** 

# Table of Contents



I. Profile of the MIRAIT Group	
1. Message from the President	3
2. Overview of MIRAIT Holdings	4
3. Formation of the MIRAIT Group	5
<ul><li>4. The Company's Efforts Since Establishment</li><li>5. Transformation into a "Comprehensive Engineering and Service Company"</li></ul>	6 7-8
Matching Environmental Changes	
6. Changes in the Environment Looking Toward 2020	9-10
II. Performance and Financial Overview	
1. Performance and the Business Plan for March 2016	12
2. Financial Overview for the Nine Months Ended December 31, 2015	3-14
3. Forecast for Next Fiscal Year (Year Ending March 2017)	5-16
4. Shareholder Returns	17

III. Trends in Each Business	
1. Trends in the NTT Business	19-20
2. Trends in the Multi-carrier Business	21-2
3. Trends in the Environmental & Social Innovation Business	25-26
4. Trends in the ICT Solution Business	27-28
5. Structural Reforms and Efforts to Reduce Administrative Costs	29
6. Strengthening of Human Resources	30
IV. Reference Materials	
1. Company Overview	32-40
2. Current Industry Conditions	41-42
3. Market Environment in the Mobile Business	43
V. Supplementary Materials	
1. Performance	45
2. Orders Received and Net Sales by Business Category	46
3. Assets, Liabilities and Net Assets	47
4. Key Performance Indicators	48-49

**Precautionary Statement** 

50



# I. Profile of the MIRAIT Group

# 1. Message from the President

In Japan today, new growing markets have been created along with the social innovation which has been accelerated by promoting a growth strategy with the government and the private sector working together and by developing and utilizing ICT technology.

At the same time, Japan is now facing the task of rebuilding social infrastructure, including communication networks, due to reconstruction after the Great East Japan Earthquake, measures to address aging infrastructure, environmental and energy issues, as well as the 2020 Olympics in Tokyo.

In such a period of transition, as its name "MIRAI (Future) + IT" suggests, the MIRAIT Group will actively face the challenge of expanding its business domains to resolve new issues for a new era with customers based on the reliable technology it has established in its ICT/Civil Engineering Business.

MIRAIT would also like to maximize shareholder value by contributing to the society of tomorrow as a "Comprehensive Engineering and Service Company" that lives up to customers' expectations.

#### Origin of the Company Name

Combining the words MIRAI, which means future in Japanese, and IT (information technology), this corporate name is a simple expression of the resolve to become a comprehensive engineering & services company that continues growing with our customers.

<Two keywords>

"MIRAIT" ..... "Future"

"MIRAIT" ..... "Information Technology"

#### Logo

Three ideas are represented by the three thick lines. These are joined by a golden arc depicting high quality businesses spanning the globe to create an overall M image. It represents our aspiration to move into the future.



#### Three Ideas

- 1. Expand the "breadth" of our business domains
- → Expansion from upstream to downstream processes (planning & designing, construction, maintenance & operation, etc.)
- 2. Increase the "height" of our business domains
- → Total solutions incorporating NI + upper layer + lower layer
- 3. Work to expand into new business domains
- → Contribute to the creation of integrated social infrastructure for the future in the fields of electric power, the environment and energy



President and Chief Executive Officer

Masatoshi Suzuki

# 2. Overview of MIRAIT Holdings

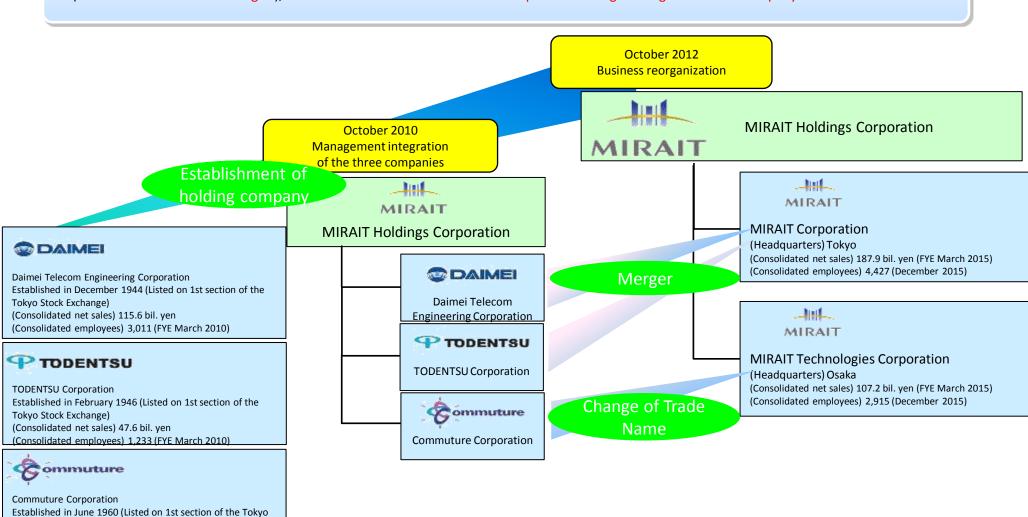
Established	October 1, 2010
Capital stock	7 bil. Yen
President (CEO)	Masatoshi Suzuki
Shares	[Total outstanding shares] 85,381,866 shares
Listed securities exchanges	Tokyo Stock Exchange First Section (Code No.: 1417)
Ratings	Rating & Investment Information, Inc. (R&I) A-
-	Japan Credit Rating Agency, Ltd. (JCR) A
Location	5-6-36 Toyosu, Koto-ku, Tokyo
Business locations	[Domestic] 25 locations *Total number of locations of MIRAIT and MIRAIT Technologies [Overseas] 5 locations (Singapore, Sri Lanka, Australia, Philippines, Myanmar)
Number of consolidated subsidiaries	
(As of December 31, 2015)	35
Employees:	[Consolidated] 7,444 (Mirait Holdings: 102)
(As of December 31, 2015)	(Mirait : Consolidated 4,427, Non-consolidated 2,618) (Mirait Technologies: Consolidated 2,915, Non-consolidated 918)
Term-end	March 31, every year
Business lines	Communications work, electrical work, civil engineering work, construction work, management of subsidiaries and group companies related to these, and operations associated with these

# 3. Formation of the MIRAIT Group

Stock Exchange and Osaka Stock Exchange) (Consolidated net sales) 91.9 bil. yen

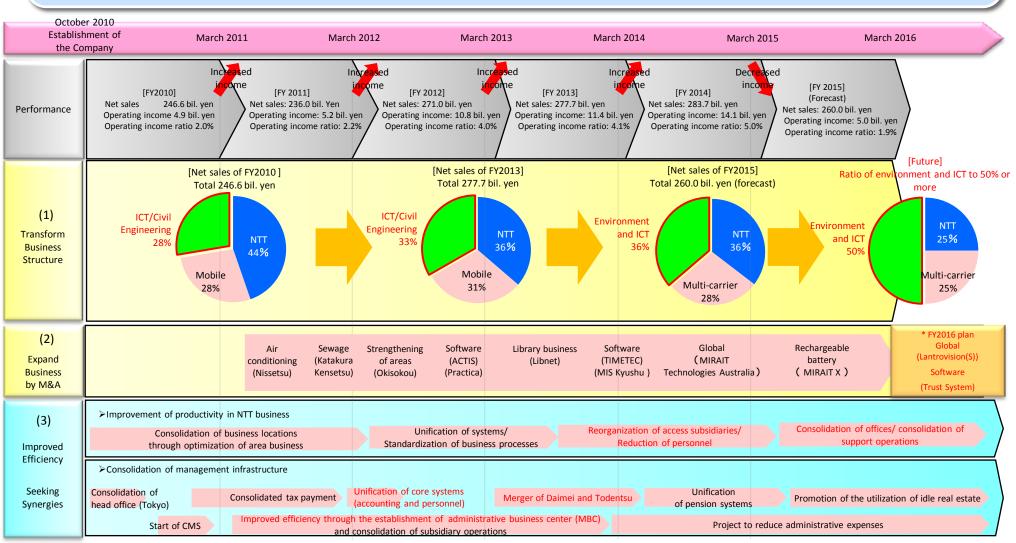
(Consolidated employees) 2,702 (FYE March 2010)

- In October 2010, a management integration was carried out by Daimei, Commuture and TODENTSU, which had conducted business creating communication infrastructure for over half a century as partners of telecommunications carriers. They established MIRAIT Holdings Corporation.
- On October 1, 2012, a transition was made from an organization based on three operating companies to one based on two operating companies (MIRAIT and MIRAIT Technologies), and the structure was shifted to a "Comprehensive Engineering and Service Company".



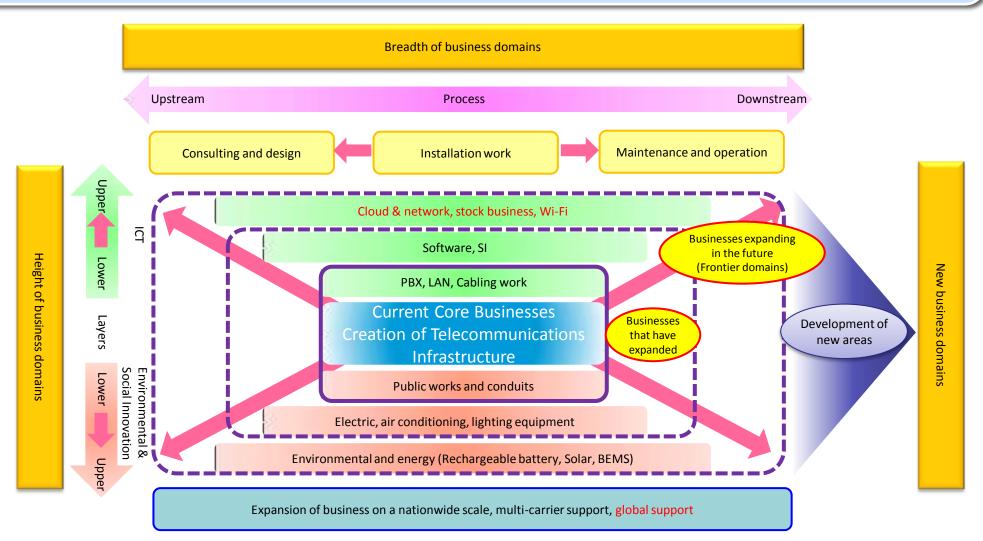
# 4. The Company's Efforts Since Establishment

- The objective of management integration is to strengthen competitiveness and create a robust management infrastructure by leveraging synergies, and the following efforts have been implemented to date.
  - (1) Strengthening of the Environmental & Social Business and the ICT Business to transform the business structure, raising the sales ratio from 1/4 to 1/3
  - (2) Active utilization of M&A, etc. to compensate for technology and resources that the Group lacks in order to expand business domains
  - (3) Maximum utilization of the three companies' management resources to improve the productivity of the NTT business

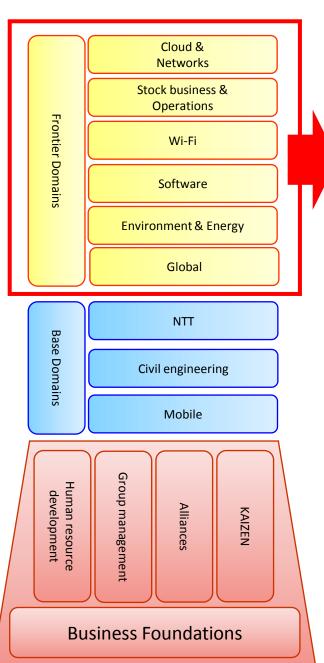


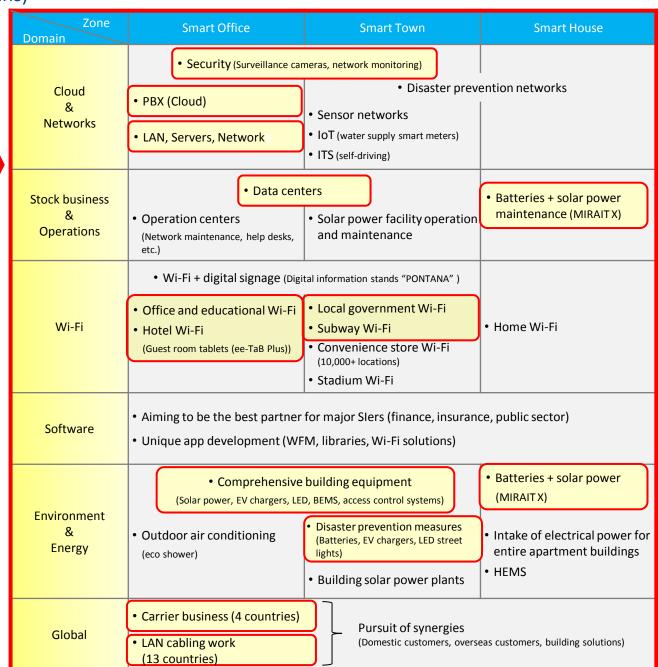
# 5. Transformation into a "Comprehensive Engineering and Service Company" Matching Environmental Changes (1) Expansion of Business Domains (Overview)

- Expand the "breadth" of our business domains → Expansion from upstream to downstream processes (planning, design, construction, maintenance, operation, etc.)
- Increase the "height" of our business domains → Total solutions incorporating upper layer + lower layer
- Work to expand into new business domains
  - → Contributes to the creation of social infrastructure such as cloud & network, stock business, Wi-Fi, software, environment & energy, and global business
- Utilize the Group's comprehensive technology to contribute to "creation of social infrastructure and social innovation" as a "Comprehensive Engineering and Service Company"

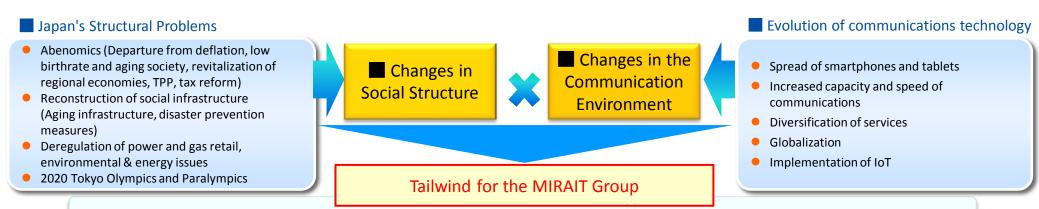


# (2) Future Focus Areas (Frontier Domains)

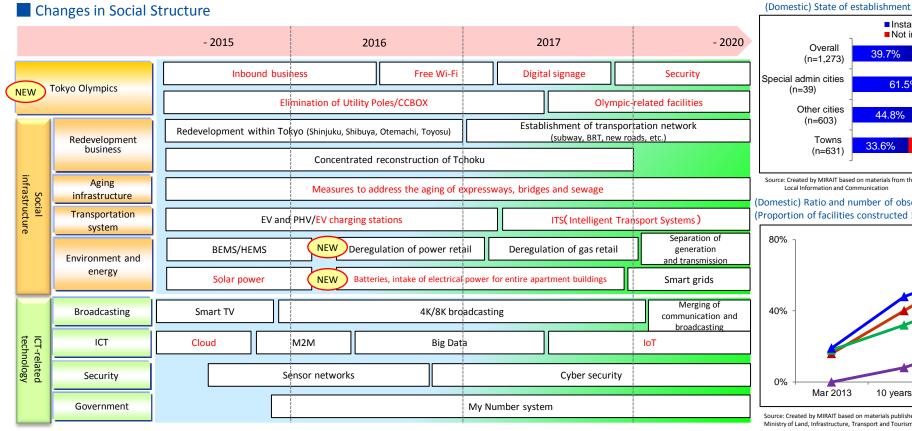


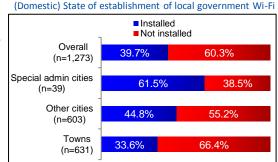


# 6. Changes in the Environment Looking Toward 2020



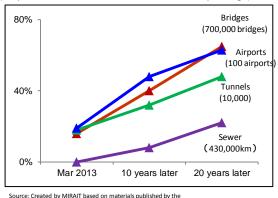
Transforming our business model while expanding business domains in response to changing times



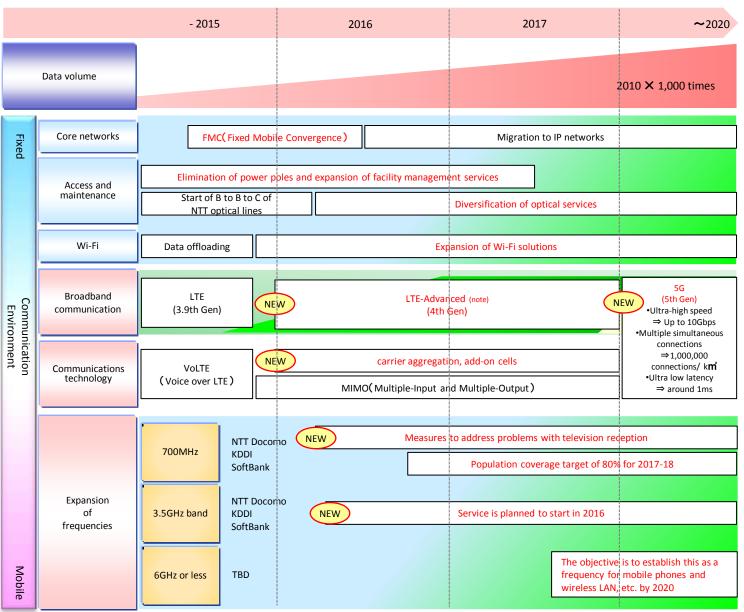


Source: Created by MIRAIT based on materials from the Association for Promotion of Public Local Information and Communication

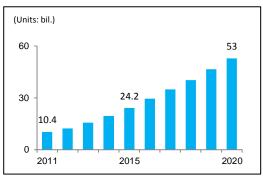
(Domestic) Ratio and number of obsolete facilities (Proportion of facilities constructed 50 or more years ago)



### Changes in the Communication Environment

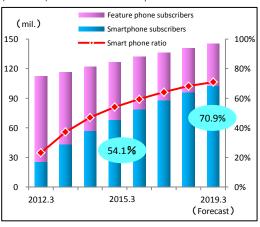


#### (World) Trends and Forecast of the Internet of Things



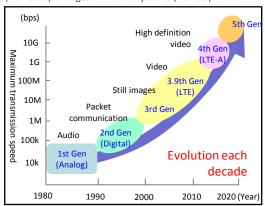
Source: Created by MIRAIT based on materials published by the Ministry of Internal Affairs and Communications

#### (Domestic)Forecast Size of Smartphone Market



Source: Created by MIRAIT based on materials published by MM Research Institute

#### (Domestic) Changes in mobile systems (1G - 5G)



Source: Created by MIRAIT based on materials published by Ministry of Internal Affairs and Communications



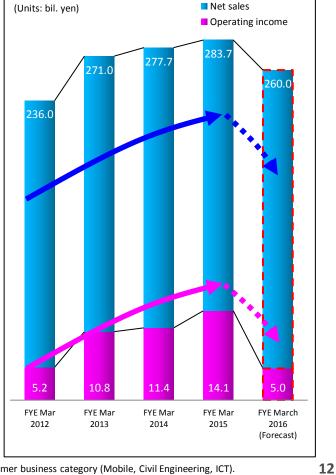
# II. Performance and Financial Overview

# 1. Performance and the Business Plan for March 2016

- Until FY2014, synergies through management integration and transformation of business structure led to increased revenue and income for three consecutive years
- In FY2015, there will be a substantial decrease in revenue and income due to decreased mobile work (22.6 bil. yen decrease in sales in the multi-carrier business) and the impact of unprofitable software projects (2.5bil. yen in provision for loss on construction contracts)

	Units: bil. yen	FYE March 2012	FYE March 2013	FYE March	2014	FYE March 2015	FYE March 2016 (Forecast)
	Net sales	236.0	271.0		277.7	283.7	260.0
	NTT	111.4	109.1		99.9	95.6	92.0
	Multi-carrier	60.3	81.3	(84.5)	98.4	96.1	73.5
	Environmental & Social (Note)	37.4	45.8	(52.9)	28.5	45.8	50.0
	ICT (Note)	26.7	34.6	(40.2)	50.8	46.1	44.5
	Gross profit	24.0	29.3		29.9	33.1	24.7
C	Gross profit ratio	10.2%	10.8%		10.8%	11.7%	9.5%
	SG&A	18.7	18.4		18.5	18.9	19.7
	SG&A ratio	8.0%	6.8%		6.7%	6.7%	7.6%
C	perating income	5.2	10.8	1	11.4	14.1	5.0
Ope	rating income ratio	2.2%	4.0%		4.1%	5.0%	1.9%

# **Net Sales and Operating Income**

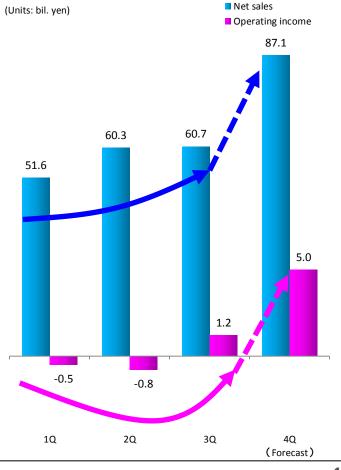


# 2. Financial Overview for the Nine Months Ended December 31, 2015

- Net sales were 172.8 bil.yen (down16.1 bil. yen) due to decreases in the NTT business and the multi-carrier business
- Operating income was a loss of 70 mil. yen (down 9.2 bil. yen) due to a decrease in mobile work and the impact of unprofitable software projects
- Sales and operating income gradually decreased due to a trend of a recovery in mobile work since 4Q and a trend of a decrease in unprofitable projects

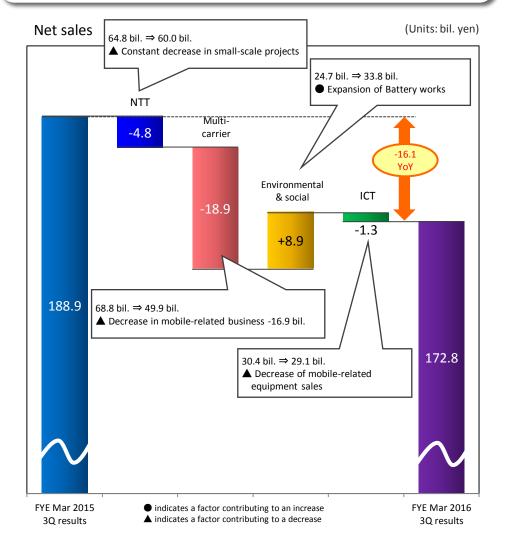
	FYE March 2015	FYE March 2016		FYE March 2016		
Units: bil. yen	3Q actual results (Ratio)	3Q actual results (Ratio)	YoY Change (Percentage change )	Full-year Forecast (Ratio)	3Q progress rate	
	(a)	(b)	(b) — (a)	(d)	(b)/(d)	
Orders received	217.4	187.5	- 29.9 (- 13.8%)	265.0	70.8%	
Net sales	188.9 (100%)	172.8 (100%)	- 16.1 (-8.5%)	260.0 (100%)	66.5%	
Gross profit	23.3 (12.4%)	14.5 (8.4%)	- 8.8 (- 37.6%)	24.7 (9.5%)	59.1%	
SG&A	14.0 (7.7%)	14.6 (8.5%)	+ 0.6 (+ 4.2%)	19.7 (7.6%)	74.4%	
Operating income	9.2 (4.9%)	- 0.07 ( <b>-</b> )	- 9.2 ( – )	5.0 (1.9%)	_	
Ordinary income	9.9 (2.6%)	0.5 (0.3%)	- 9.4 (- 94.9%)	5.5 (2.1%)	10.5%	
Profit attributable to owners of parent	8.1 (4.3%)	- <mark>0.1</mark> ( – )	- 8.2 (-)	3.6 (1.4%)	_	
Construction account carried forward	102.3	98.2	- 4.1	_	-	

FYE March 2016 Net Sales and Operating Income by Quarter



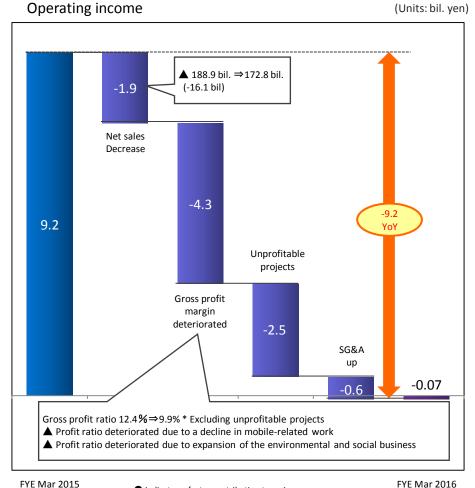
# Details of Net Sales [YoY Change]

- Small-scale projects in the NTT business have constantly decreased
- The multi-carrier business has decreased significantly due to a decline in mobilerelated business
- The environmental & social innovation business is increasing due to the expansion of the Battery works
- The ICT solution business has been in gradual decline due to a decrease in sales of mobile-related equipment



# Details of Operating Income [YoY Change]

- A decrease in sales was a factor contributing to the 1.9 bil. yen decrease in earnings
- The gross profit margin was a factor contributing to a 4.3 bi. yen decrease due to a decrease in mobile work, etc.
- The impact of unprofitable software projects was a decrease of 2.5 bil. yen
- An increase in selling expenses led to a decrease of 600 mil. yen

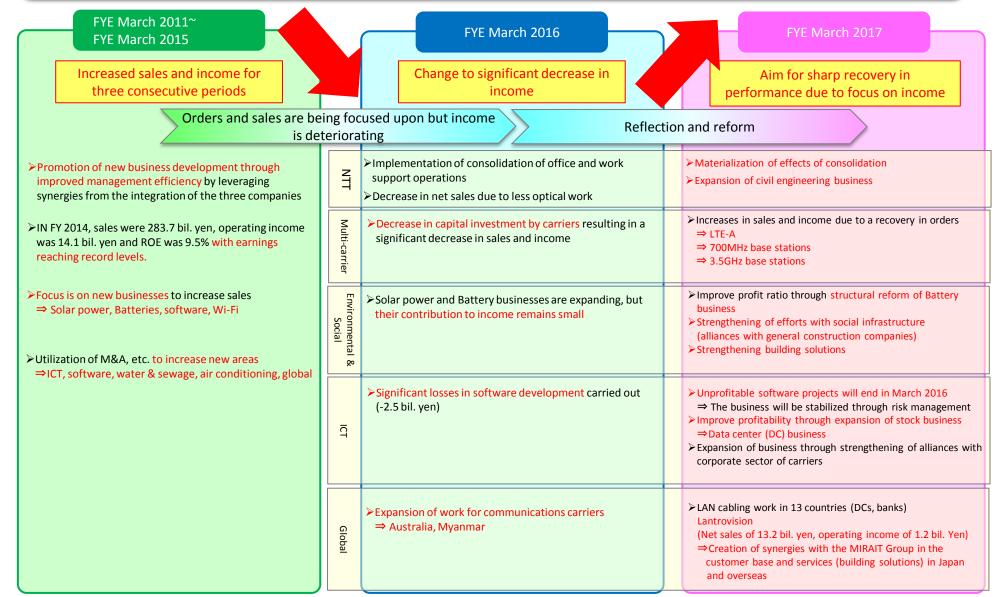


3Q results

FYE Mar 2016 3Q results

# 3. Forecast for Next Fiscal Year (Year Ending March 2017)

- Based on reflection on the deterioration of performance in the FYE March 2016, business operations are being revised to focus on profit in the FYE March 2017
- In addition to expanding highly profitable business, we aim to implement structural reforms throughout the group and achieve a sharp recovery

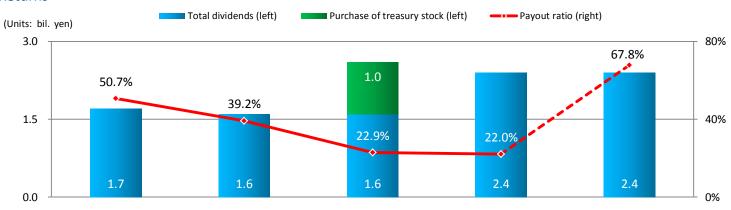


#### Image of Recovery in Income FYE March 2015 FYE March 2016 FYE March 2017 Recovery of mobile business, Net sales: 260.0 bil. yen Net sales: 283.7 bil. yen increase in Batteries and M&A will lead to a significant increase in sales Profit Profit Decrease in sales NTT Improvement in NTT income NTT Existing business Multi Decreased sales and income associated carrier • Recovery of orders in the mobile business Multi with a decrease in carrier investment · Expansion of global business carrier Increased sales **Environmental** Improvement in • Structural reform of Battery business • Despite increased sales, the profit ratio & social nvironmenta nvironmenta • Securing profit in the solar power business income & social deteriorated and profit remained level & social New business · Expansion of highly profitable businesses • Sales and profit both declined slightly ICT · M&A of highly profitable companies Significant Cost of Cost of • Unprofitable software projects and Cost of • End of unprofitable software projects cost sales Expenses sales deterioration of cost in solar power and sales improvements **Batteries** Stopping SG&A • New business is expanding but SG&A Utilization of real estate increase SG&A SG&A ratio has deteriorated due to prepaid Reduction of expenses in SG&A costs Operating income 14.1 bil. yen Operating income is aimed to make a sharp recovery with an eye to the level of the year ended March 2015 5.0 bil. yen Significant decrease

# 4. Shareholder Returns

- Our basic dividend policy is to pay steadily and consistently in consideration of our business performance and the dividend payout ratio
- Dividends in the current fiscal year will be maintained at the same level as the previous year at 30 yen (interim dividend of 15 yen and year-end dividend of 15 yen) despite a significant decrease in income

### Shareholder Returns



		FYE March 2012	FYE March 2013	FYE March 2014	FYE March 2015	FYE March 2016 (Plan)
Total divi	dends	1.7 bil. yen	1.6 bil. yen	1.6 bil. yen	2.4 bil. Yen	2.4 bil. Yen
Profit attributab of pare		3.2 bil. yen	4.2 bil. yen	7.1 bil. yen	11.1 bil. yen	3.6 bil. Yen
Annual	Interim	10 yen	10 yen	10 yen	15 yen	15 yen
dividends	Year-end	10 yen	10 yen	10 yen	15 yen	15 yen
per share	Total	20 yen	20 yen	20 yen	30 yen	30 yen
Purchase of tre	easury stock	_	-	1.0 bil. yen	1	_
Consolidated p	ayout ratio	50.7%	39.2%	22.9%	22.0%	67.8%
Consolidated ov	erall returns	50.7%	39.2%	36.7%	22.0%	67.8%
ROE		3.3%	4.1%	6.7%	9.5%	2.9%



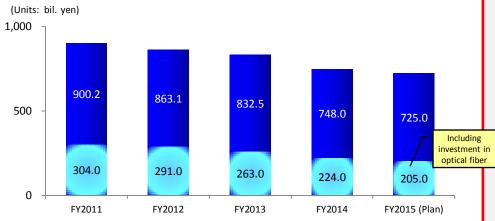
# III. Trends in Each Business

#### Efforts of the MIRAIT Group

#### Business Environment

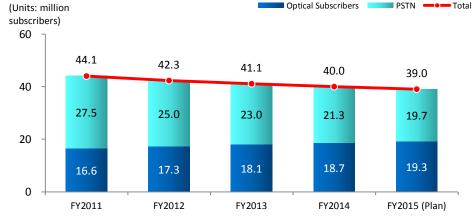
- NTT's investment is decreasing due to the sufficiency of existing optical fiber equipment
- Meanwhile, there has been a change in the business environment such as the commencement of the B to B to C model and the expansion of outsourcing of facility management operations

# Capital Investment by NTT East/West and NTT Communications



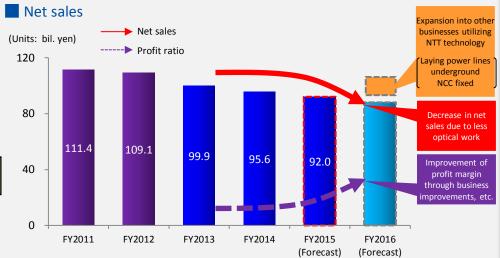
Source: Created by MIRAIT based on materials published by NTT

#### Number of NTT subscribers



Source: Created by MIRAIT based on materials published by NTT

- Efforts to increase sales such as an increase in maintenance processes and the elimination of utility poles through the proposal of improvements in facilities
- Promote business improvement measures such as the consolidation of offices and provision of support operations (design, order creation and photo review, etc.), while creating a system able to generate profit even when sales are decreasing

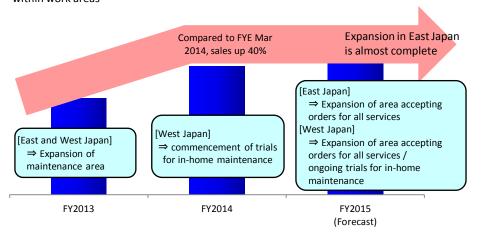


#### Main efforts

Item	Content
Promotion of efficiency	<ul> <li>Reduction of direct and indirect operations and promotion of efficiency through consolidation of offices within East Japan</li> <li>Efficient operating structure by consolidating support operations</li> <li>Flow of personnel through streamlining measures, etc. (decrease of 70 people this fiscal year)</li> </ul>
Net sales expansion	<ul> <li>Expansion of access maintenance and in-home maintenance, etc.</li> <li>Expansion of civil engineering (elimination of utility poles and conduit repair)</li> <li>Proposal of facility improvements         (removal of lines, cable replacement, painting of exchanges, etc,)     </li> </ul>

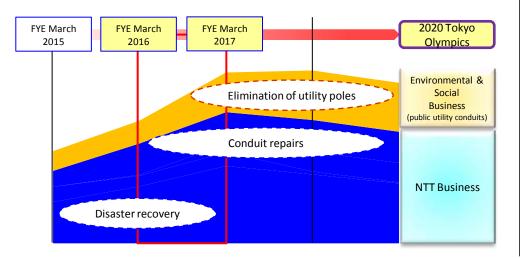
## Expansion of facility management services

- Change of repairs to faults and management of facilities in certain work areas to be completely entrusted by NTT
- > In future, we will actively promote proposals to NTT including the improvement of facilities within work areas



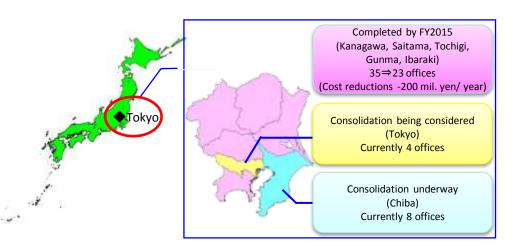
### Expansion of civil engineering business

> Elimination of utility poles is being promoted in major cities such as Tokyo



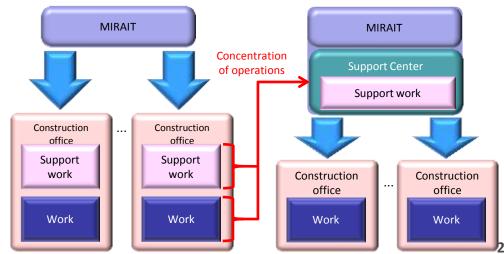
# Measures to improve efficiency through consolidation of offices

- In combination to the already completed consolidation of offices in the Kansai region, we are decreasing the total number by around 30% (approx. 70→ 50 offices)
- Reduction of administrative personnel and work vehicles, etc.



# Improvement of efficiency through consolidation of support operations

➤ We will improve efficiency of support operations (design, order creation, photo inspection, etc.), and create a structure in which work is mainly performed by cooperating companies

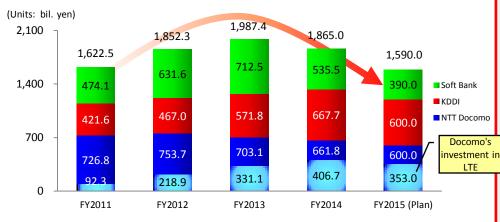


#### Efforts of the MIRAIT Group

#### Business Environment

- The investment strategies of mobile carriers are divided, and there has been a decrease in base station and LTE work in Japan
- Meanwhile, operating income is improving, and expansion overseas is becoming more active
- For next fiscal year, we expect expansion of work related to LTE-A and new frequencies

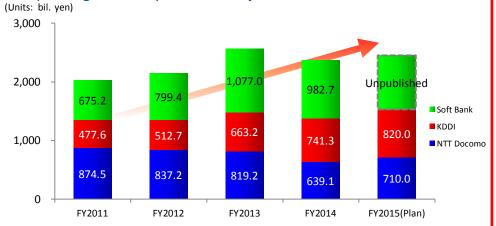
# Capital investment by the three major mobile carriers



Source: Created by MIRAIT based on materials published by each company

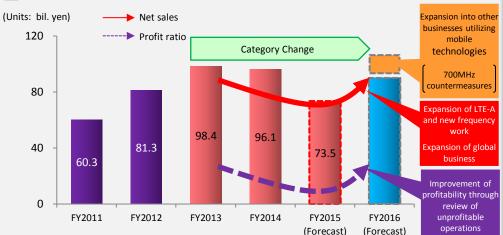
(Note) 1. With regard to KDDI, consolidated capital investment for UQ is shown from FY 2014
 2. With regard to SoftBank, capital investment within the domestic communication business is shown

# Operating income by the three major mobile carriers



- Support for expansion of work related to LTE-A and new frequencies in mobile
  - Expansion of global business such as Singapore (LAN cabling work) and Australia (carrier facility work)
- Future expansion of overseas work for domestic carriers (Myanmar, Singapore)

#### Net sales

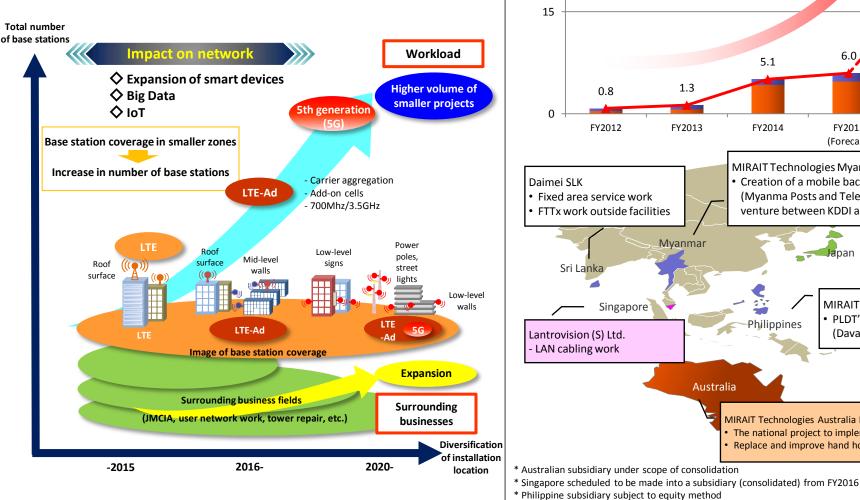


### Main efforts

ltem	Content
Promotion of efficiency	<ul> <li>Improvement of profitability through efficient handling of high-volume, small-scale projects         (Sharing human resources nationwide)</li> <li>Fundamental review of unprofitable operations         (Consolidation design operations, reduction of outsourcing expenses through internalization, consolidation of offices, etc.)</li> </ul>
Net sales expansion	<ul> <li>Expansion of LTE-A and new frequencies works expected next fiscal year</li> <li>Strengthening of ability to expand global business utilizing M&amp;A, etc.</li> <li>Working with carrier corporate divisions to expand user networks, etc.</li> </ul>

#### Future trends in the mobile business.

- > Work such as carrier aggregation, add-on cells and 3.5GHz will be implemented from next fiscal year
- > The target population coverage of 700MHz is 80% for FY 2017-2018, and it is assumed that base station work will increase from next fiscal year
- LTE-related 5th generation (5G) is expected to begin in 2020



### Net sales in the global business (Units: bil. yen) 30 Other regions Australia Total approx.20.0 15 5.1 1.3 0.8 0 FY2012 FY2013 FY2014 FY2015 FY2016 (Forecast) (Forecast) MIRAIT Technologies Myanmar Co., Ltd. Daimei SI K Creation of a mobile backbone network for MPT Fixed area service work (Myanma Posts and Telecommunications), KSGM (joint venture between KDDI and Sumitomo) FTTx work outside facilities Myanmar Sri Lanka MIRAIT Philippines Inc. Singapore<sup>3</sup> PLDT's external and in-home work -Philippines Lantrovision (S) Ltd. (Davao, Bacolod, Samar) - LAN cabling work Australia MIRAIT Technologies Australia PTY Limited The national project to implement FTTx (until 2020) Replace and improve hand hole enclosures (3-year contract) \* Australian subsidiary under scope of consolidation

\* Sri Lankan and Myanmar subsidiaries not included in scope of consolidation

# New Developments in the Global Business by Making Lantrovision a Subsidiary

# Significance of acquisition of stock

- Business can be conducted through global offices in 28 cities within 13 countries and regions
- Marked improvement in customer base
  - ⇒ Customers are strong multinationals in finance, data centers and manufacturing
- Utilizing the company's personnel, platforms and management systems will enable us to reinforce our global business foundation

# Overview of Lantrovision

Head office location	Singapore
History	<ul> <li>1992 Incorporated</li> <li>2001 Listed on the Singapore Exchange (SGX) on the Stock         Exchange of Singapore Dealing and Automated Quotation     </li> <li>2008 Transferred to the Main Board of the SGX</li> </ul>
Net sales (FYE Jun, 2015)	[Consolidated] SGD 156 million (approx. 13.2 bil. yen)
Operating income (FYE Jun, 2015)	[Consolidated] SGD 14 million (approx. 1.2 bil. yen)
Employees	[Consolidated] Approx. 1,000
Subsidiaries, etc.	13 subsidiaries and 6 associated companies in Asia
Characteristics of business	<ul> <li>Design, implementation, maintenance, consulting and sale of equipment for LAN cabling, etc.</li> <li>Data center related business accounts for 30% of sales</li> <li>The main customers are multinationals ranked in the Fortune Global 500 and banks ranked in the Global Top 100, etc</li> </ul>

#### Schedule for the future

> We plan to make Lantrovision a wholly-owned subsidiary of MIRAIT Holdings after receiving approval from the Lantrovision general shareholders' meeting and Singapore courts (the acquisition price is approx. 15.0 billion yen)

#### \* the exchange rate is assumed to be SGD 1 = JPY85.00.

# Consolidated performance

- Steady expansion of sales and stable operating income ratio
- High equity ratio (73.6%) and abundant cash

Units Top: SGD million Parentheses: bil. yen	FYE Jun, 2012	FYE Jun, 2013	FYE Jun, 2014	FYE Jun, 2015	FYE Jun, 2016 2Q
Not color	132	134	152	156	92
Net sales	(11.2)	(11.3)	(12.8)	(13.2)	(8.0)
Operating	11	12	17	14	11
Income	(0.9)	(1.0)	(1.5)	(1.2)	(0.9)
Operating Income ratio	8.6%	9.1%	11.8%	9.2%	12.6%

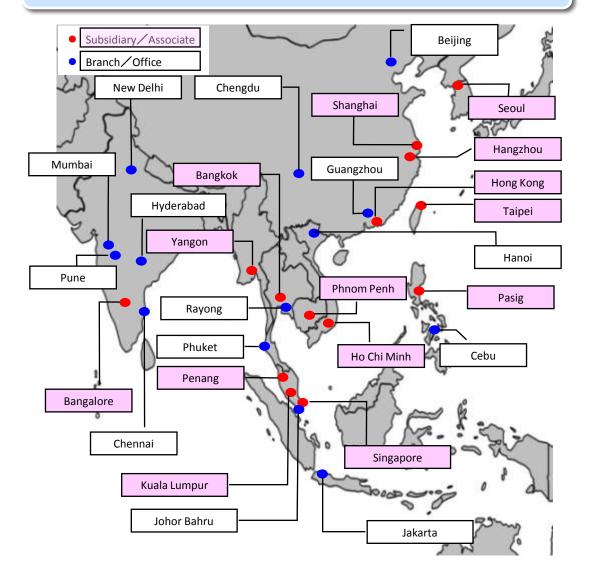
#### Financial Condition (As of June 2015)

(Units: SGD million)

ltem	Amount	Item	Amount	
Current assets	148	Current liabilities	33	Cash and
Cash, deposits and short-term investments	87	Accounts payable-trade	19	deposits account for over 50% of
Accounts receivable - trade	33	Other payables and accruals	8	assets
Work in progress	16	Other	5	
Inventory assets	8	Noncurrent liabilities	0	
Other	2	Other	0	
Noncurrent assets	6	Total liabilities	34	
Property, plant and equipment	5	Total net assets	120	Equity ratio 73.6%
Other	0	(Equity)	(113)	
Total assets	154	Total liabilities and net assets	154	23

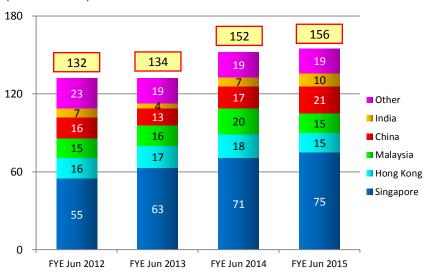
# Bases of operation

 With offices in 28 cities within 13 countries and regions, China, India and ASEAN are fully covered



# Net sales by region

(Units: SGD million)











#### Business Environment

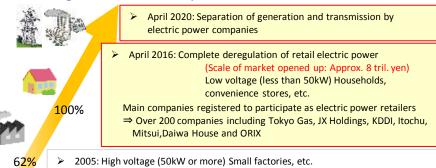
Electric power

share

26%

- The structural shift in the energy environment is accelerating such as the deregulation of electric power (April 2016) and the deregulation of gas (April 2017) (spread of captive use of energy)
- Expansion of social infrastructure such as replacement of aging infrastructure (roads, bridges, airports, etc.) is expected ahead of 2020

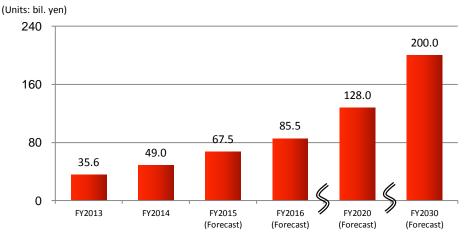
### Flow of deregulation of electric power



- 2004: High voltage (500kW or more) Medium factories, supermarkets, small and medium buildings, etc.
- > 2000: Special high voltage (2,000kw or more) Large factories (industrial complexes), department stores, hotels, etc.

Source: Created by MIRAIT using various materials

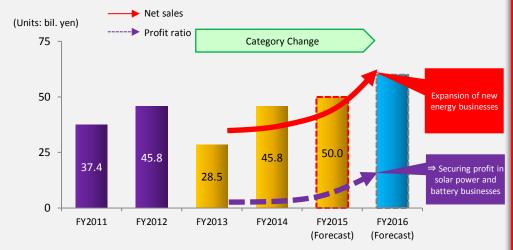
#### Progress and forecast of market for intake of electrical power for entire apartment buildings



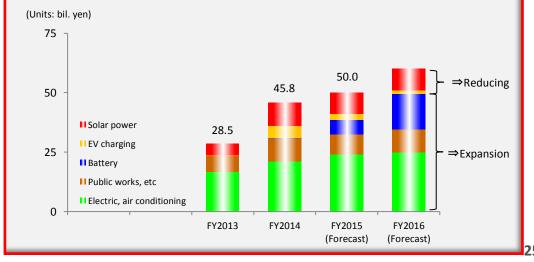
Source: Created by MIRAIT based on materials published by Yano Research Institute

- Focus on the expansion of new energy businesses such as batteries and solar
- Focus on infrastructure and redevelopment projects (Laying power lines underground, road lighting and communications, Olympic-related facilities, etc.)
- Improvement of profit ratio through structural reform of battery works

#### Net sales



#### Details of Net Sales



# Efforts related to new energy

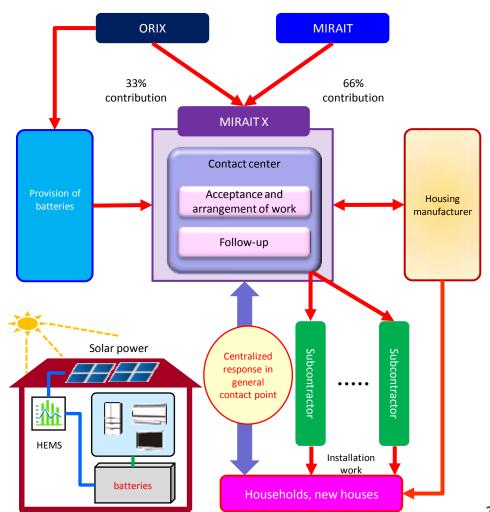
## Expansion of household battery works **Battery** (Net sales of 6.0 bil. yen this fiscal year) Expansion of rooftop solar power through partnership with ORIX Construction of mega solar by new power company Solar power (Net sales of 9.7 bil. yen last fiscal year/ net sales of 9.0 bil. yen this fiscal year) Expansion of business related to intake of electrical power for entire Deregulation of apartment buildings (Net sales of 0.2 bil. yen) Participation in electric power company work electric power (Smart meters, communications cables, laying power lines underground) Installation of EV charging equipment (highway parking areas and service areas, etc.) **EV** charging (Net sales of 5.3 bil. yen and installation in 1,100 locations last fiscal year) (Net sales of 2.5 bil. yen and installation in 110 locations this fiscal year)

#### Other efforts

Civil engineering work, etc.	<ul> <li>Public utility conduit work (Net sales of 1.2 bil. yen this fiscal year)</li> <li>Water and sewage work (Net sales of 3.0 bil. yen this fiscal year)</li> <li>U.S. military work (Net sales of 300 mil. yen this fiscal year)</li> </ul>	
Electrical and air conditioning	<ul> <li>Air conditioning work in postal facilities         (Net sales of 3 bil. yen this fiscal year)         ⇒ 670 bil. yen in facility and equipment planned during 2015 ~2017</li> <li>Work in the new market in Toyosu (Electrical facility and indoor work)</li> </ul>	
Aging infrastructure	Road-related work (lighting, ETC, communications)     Development of robot systems for automated inspection of bridges	当

# Structural reform of battery works

- "MIRAITX" was established in October as a joint venture with Orix Corporation (Investment ratio: 66.51% MIRAIT / 33.49% ORIX)
- Expansion of captive energy households through household solar power, batteries and HEMS as a set



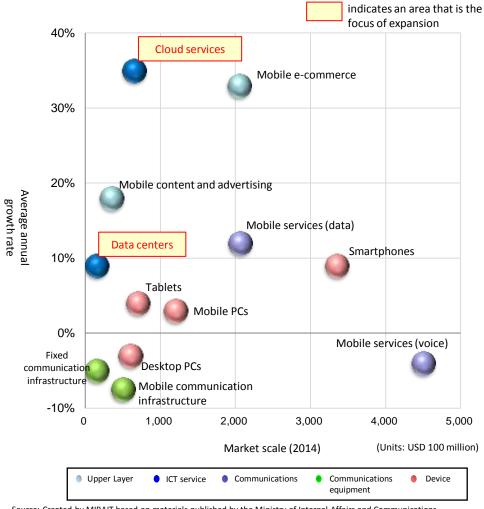
# 4. Trends in the ICT Solution Business

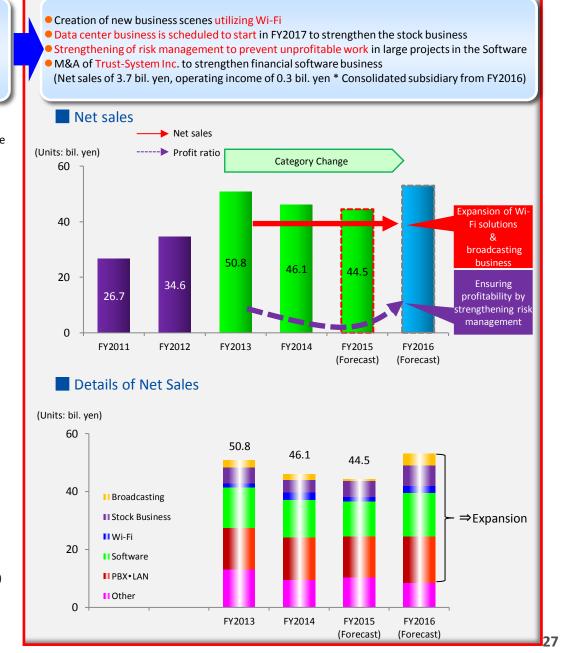
#### Efforts of the MIRAIT Group

#### Business Environment

- The ICT market will continue to expand through the advancement of mobile and Internet technology
- Growth is expected to continue in the cloud service and data center businesses

### Size and growth of major global ICT markets





Source: Created by MIRAIT based on materials published by the Ministry of Internal Affairs and Communications

#### Efforts in Wi-Fi Solutions

#### Installation of Wi-Fi in convenience stores, subways Wi-Fi work/ (stations) and local governments • Proposal of packaged products to users as a Product **Packaging** communications carrier line service (Cloud Wi-Fi, cloud cameras) Development of the digital information stand with public Wi-Fi Digital functionality information An electronic bookstore service is scheduled to be provided in stand collaboration with Dai Nippon Printing Local information will begin to be provided in partnerships with (PONTANA) local governments, etc Promotion of ee-TaB Plus tablet service for hotels jointly developed with Techfirm Inc. ee-TaB Plus ⇒It has been implemented in 1,500 rooms in 8 hotels as of February 29, 2016

#### Other Efforts

LAN, servers, networks Creation of smart schools	• Upgrading and virtualizing university servers  ⇒ Advances in campus information infrastructure  ⇒ Deployment in other cases as an advanced cloud model  Science Information Network (SINET)  Campus B  Campus B  Servers  Virtualization	
Measures to address problems with 700MHz television reception	<ul> <li>With the installation of 700MHz mobile base stations, measures to address problems with television reception will increase in FY2016 (3 companies responsible for all of Japan)</li> <li>⇒ MIRAIT is responsible for Hokkaido, Tohoku, Tokai and Hokuriku areas</li> </ul>	
Disaster-related	<ul> <li>Expansion of local governments' disaster radio facilities     ⇒ Ehime, Saga, etc. (Orders received: 800 mil. yen)</li> <li>Proposal of disaster prevention measures combining solar power and batteries</li> </ul>	

#### **Efforts in Data Center Business**

- ➤ MIRAIT Technologies has decided to operate a data center business to expand the revenue base by strengthening the stock business
  - ⇒ Initial investment of 10 bil. yen (planned)
- > Operation will commence in FY2017
- > The aim is to expand future share in data center contract work by accumulating know-how on the data center business

### Overview of the data center

Floors	8 floors above ground (server rooms on 5 floors)
Area	Total floorspace: 15,000m <sup>2</sup> Server floors: 1,628m <sup>2</sup>
Floor load	All server floors: 1,628kg/m <sup>2</sup>
Racks	2,500
Incoming power	25,000kW
Air conditioning	Water cooled air conditioning

# Location

- Osaka-shi (good location in central area)
  - $\Rightarrow$  Also expected to cater to BCP demand in Tokyo

#### Future Schedule

- > Sep 2016: Commencement of construction
- 2017: Completion of construction and commencement of operation



# 5. Structural Reforms and Efforts to Reduce Administrative Costs

- Encouragement of the strategic flow of personnel, assigning personnel to growth areas
- Acceleration of shift of personnel to other businesses and reforms of the business operation structure in the NTT Business
- Promotion of cost-reduction measures through PT of reduction of administrative expenses (Reduction of expenses, review of real estate)
- Group-wide KAIZEN to improve productivity in the workplace

	FYE March 2016		Efforts in Final Very Ending Marsh 2017
	Content of effort	Issue	Efforts in Fiscal Year Ending March 2017
Promotion of shift of personnel	<ul> <li>Shift of personnel to growth areas (target: +170)</li> <li>Reduction of personnel in administrative divisions (target: -30)</li> </ul>	Reduction of personnel in administrative divisions	Understanding of status and reduction of indirect personnel (Shift to direct divisions)
Improve productivity in the NTT business	<ul> <li>Consolidation of offices in each region, consolidation of support operations         (Cost reduction effect: -200 mil. yen/ year in Saitama, Gunma, Tochigi, Ibaraki and Kanagawa)</li> <li>Flow of personnel due to measures to increase efficiency         (Reduction of 70 personnel this fiscal year)</li> </ul>	Securing land (Tokyo)     Consolidation of support operations has begun in Tokyo, but integration of operations has been delayed	<ul> <li>Efforts aimed at consolidation in Tokyo and Chiba</li> <li>Personnel reductions in Tokyo associated with the consolidation of support operations</li> </ul>
Reduction of expenses	<ul> <li>Strengthening of reductions in unit prices through competitive tender bids         (Vehicles, copying, office supplies, etc.)</li> <li>Consolidation of contract work in MBC (business center)(Mobile phones, insurance, etc.)</li> <li>Cost reductions: -300 mil. yen</li> </ul>	There are items with inadequate cost reductions (Electric, communications and system expenses)  Efforts to reduce unit prices extending to group companies	<ul> <li>Reduction of electric, communications and system expenses</li> <li>Spread of efforts to reduce unit prices throughout the entire group</li> <li>⇒ Aim for a reduction of 0.3-0.4 bil. Yen</li> </ul>
Review of real estate	Sale of idle real estate	The company owns few assets and the burden of rent is high (Rent burden: 2.5 bil. yen/ year)	Reduction of rent through planned expansion of company assets     ⇒ Construction of dormitory for singles in Tokyo (to be completed in 2018)     (Cost reduction effect: -50 mil. yen/ year)
KAIZEN	<ul> <li>Gathering ideas from employees in the workplace to improve cost performance and customer performance     ⇒Approximately 7,100 KAIZEN proposals per year     Small scale (distinguishing office supplies, tools, etc.) to medium-large scale (implementation of IT, development of machine tools, etc.)</li> <li>Creation of a framework aimed at the discovery of ideas and their roll out across the organization (KAIZEN Fellow System)</li> </ul>		Creating further "quality improvements" and "roll out" while maintaining the number of proposals

# 6. Strengthening of Human Resources

- At present, 5,400 engineers have 11,000 electrical, radio, civil engineering and ICT qualifications that they use while conducting business
- By combining a variety of technologies, it is possible to develop new business domains
- By making planned increases in the number of personnel with electrical, civil engineering and ICT qualifications, we will strengthen our human resources and grasp future business opportunities

See page 38

# Electrical work qualifications (solar power, batteries, etc.)

Qualification	Number of personnel		
	Mar 2014	Dec 2015	
Management engineer (electrical)	192	196	
Electrical construction managing engineers	199	194	
Type I electrical workers	250	231	

Civil engineering qualifications (elimination of poles, CCBOX, etc.)

Qualification	Number of personnel		
	Mar 2014	Dec 2015	
Management engineer (civil engineering)	181	180	
Construction managing engineers	214	197	

# ICT (cloud, servers and data centers)

Qualification	Number of personnel	
Qualification	Mar 2014	Dec 2015
Linux Professional Institute Certification LPIC (Level 3)	25	36
Cisco-certified CCIE	44	51

Increase

Increase



#### Future efforts

- Designation of prospective exam candidates, support for obtaining qualifications
- Giving planned practical experience to "exam candidates"
- Expansion of mid-career recruitment and assignment of qualified personnel in indirect divisions to divisions conducting work
- Increasing the number of qualified personnel to strengthen human resources
- Grasping business opportunities by enhancing human resources
- Particularly developing frontier domains
- In addition to strengthening LAN and server work, a data center will be constructed in Osaka to expand the environment in which qualified personnel can be utilized
- They will accumulate know-how by gaining practical experience
  - ⇒Cloud-related work will also be increased



# IV. Reference Materials

# 1. Company Overview

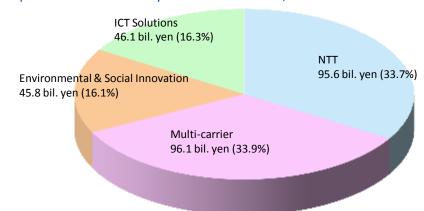
# (1) Business Composition

• The Group conducts business in a wide range of areas including ICT, the environment and energy, based on the creation of communication infrastructure (fixed communication and mobile communication) that is its main business.

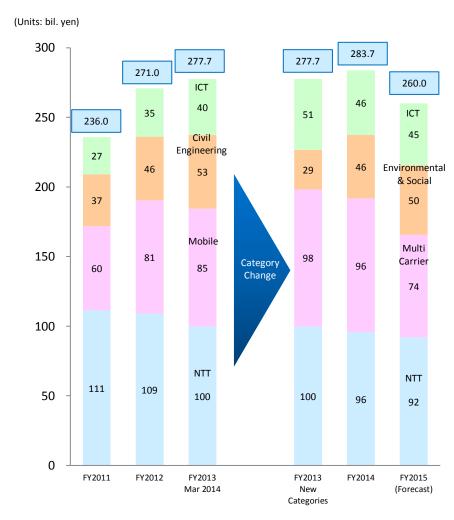
#### Business content

Business category		
(1) NTT Business	■ Construction, maintenance and operation of fixed communication facilities for NTT	
(2) Multi-carrier Business	Construction, maintenance and operation of mobile communication facilities  NCC fixed communication equipment, CATV work, Global etc.	
(3) Environmental & Social Innovation Business	<ul> <li>Environment and new energy</li> <li>Creation of social infrastructure</li> <li>Construction, maintenance and operation of electrical and air conditioning facilities of general companies, etc.</li> </ul>	
(4) ICT Solution Business	<ul> <li>■ Cloud computing, office solutions, Wi-Fi, software, etc.</li> <li>■ Construction, maintenance and operation of telecommunication systems of general companies, etc.</li> </ul>	

### Composition of sales in the year ended March 31, 2015



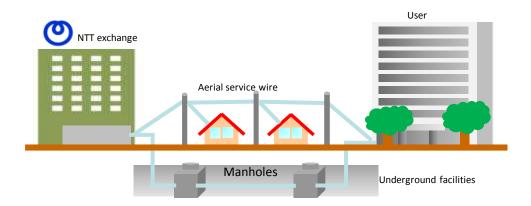
# Net sales by business



# (2) Business Overview

# (1) NTT Business

- Construction, maintenance and operation of fixed communication facilities of NTT. Centered on the Greater Tokyo and Kansai regions.
- The Company's core business, accounts for 33.7% of net sales.





Pole renewal



Construction of underground facilities



Setting up optical fiber



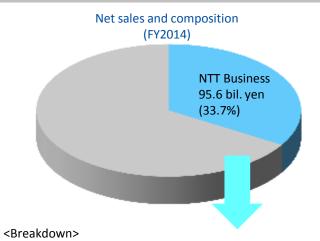
Work to lay underground conduits



Laying optical fiber



Upgrading switch programs



Home and outdoor work

Large scale outdoor work (Pole renewal, Other)

Public engineering works

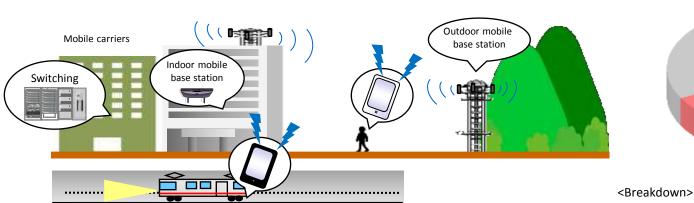
(manholes, conduit facilities, public utility facilities)

Network line work

Facility management services (repairs, cable maintenance)

# (2) Multi-carrier Business

- Nationwide works on construction, maintenance and operation of communications facilities of all mobile carriers such as NTT DoCoMo, KDDI, Softbank, etc.
- Fixed communication equipment for NCCs, CATV work, global business
- This accounts for 33.9% of net sales.



Co-installation of wireless base stations



LTE work



Carrier networks



Global

# Multi-carrier business 96.1 bil. yen (33.9%)

Net sales and composition

Construction of outdoor base stations (LTE, etc.)

Construction of indoor base station (inside buildings, subways, etc.)

Carrier networking (fixed facilities of telecommunications carriers, etc.)

Global (work on facilities of overseas telecommunications carriers)

# (3) Environmental & Social Innovation and ICT Solution Business

The growing business which serves as an engine to become a "Comprehensive Engineering and Service Company".

- Environmental & Social Innovation: Offers the comprehensive solutions to create environmental / social infrastructure. This accounts for 16.1% of net sales.
- ICT Solution: Supports our clients to create the ICT infrastructure. This accounts for 16.3% of net sales.

#### Environmental & Social Innovation Business



Solar power work



Laying power lines underground



EV charging



Repairing lighting equipment of highways

#### <Breakdown>

Environment and energy (Battery, solar power, EV charging, etc.)

Electrical and air conditioning (building electrical facilities, air conditioning, sanitation, etc.)

Social infrastructure (public engineering works, communication engineering works, public sewer works, etc.)

# Net sales and composition (FY2014)

ICT Solution Business 46.1 bil. yen (16.3%)

Environmental & Social Innovation Business 45.8 bil. yen (16.1%)

#### ICT Solution Business



Setting up Wi-Fi environments



ee-TaB\*



Data center maintenance



Creating LAN-WAN

#### <Breakdown>

Cloud computing, office solutions, Wi-Fi & solutions

IP networking and communications (Creation of LAN, WAN, wireless LAN)

Software development

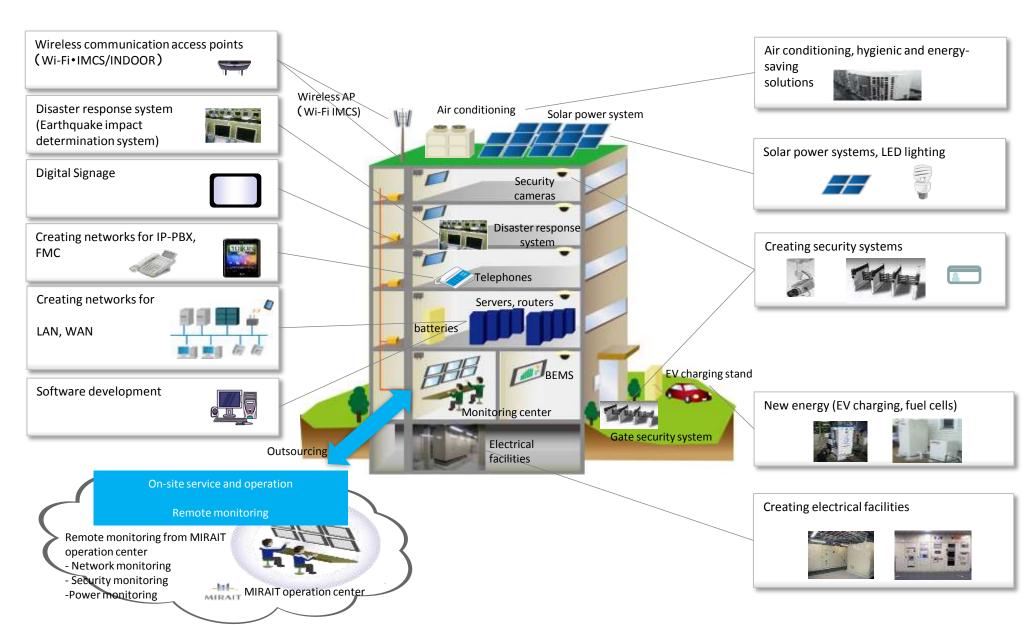
(System design, application development, etc.)

Operation and maintenance

(On-site maintenance services, remote monitoring services, etc.)

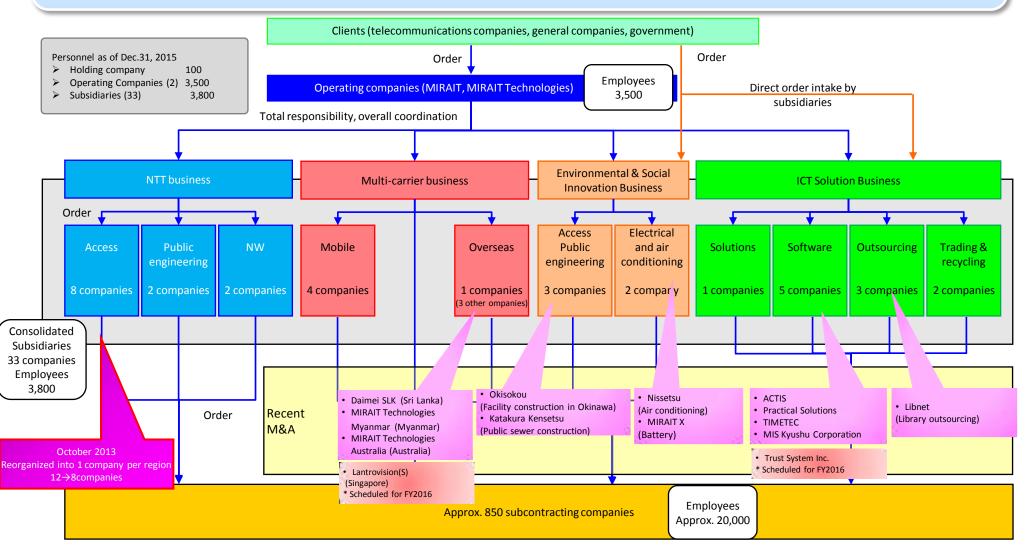
Voice systems (Installation of PBX / IP-PBX systems, etc.)

#### ■ Building Management and Solutions Offered by the MIRAIT Group



#### (3) Group Formation

- In NTT and (Mobile), MIRAIT and MIRAIT Technologies bear total responsibility including designing, quantity survey, operational management, while subsidiaries and subcontracting companies undertake the construction works.
- MIRAIT group is building a nationwide work organization with 20,000 people in 850 subcontracting companies.
- In Environmental & Social Innovation and ICT Solution Business, the group deploys various programs (solution, software, outsourcing, trading company). Further expansion of business areas through active M&A.



### (4) Expansion of Business Areas Utilizing the MIRAIT Group's Technologies

#### Resources (Technologies) **Current Business Usage** Areas to Expand Into (As of Dec 31, 2015) **Expanded areas Engineering area** NTT Qualified personnel (total qualifications) Recent areas engaged in Construction 4,400 (7,600 qualifications) Access/civil Engineering Further expansion for the future Elimination of poles Aging infrastructure Software 1,000 (3,400 qualifications) (For Olympics) (Structural analysis and sensors) Power /switching 5,400 (11,000 qualifications) Total Civil engineering Civil engineering/construction **Smart Cities** Multi-carrier EV chargers <Details> Next-gen Mobility (ITS/ smart cars) Civil engineering/construction Civil engineering/construction Access, civil engineering and **Power** construction Power power Installation technicians (AI/DD general) 260 Wireless Wireless 210 Construction managing engineers Wireless 10 Architect LAN/WAN Wi-Fi creation **Electrical**, power and switching (For Olympics) Wireless **ICT Solution** Licensed electrical engineers 50 LAN/WAN Wi-Fi solutions 200 Electrical construction managing engineers 230 Wireless Type I electrical workers LAN/WAN Wireless 700MHz support LAN/WAN Wireless and broadcasting Wireless/broadcasting Sensor networks Technical radio operators for on-the-ground services Special radio operators for on-the-ground services Cloud and DC M2M 780 Big Data **CATV** engineers 20 **Environmental &** Power/switching Social Innovation LAN/WAN **ICT-related technologies Environment / Energy** Electricity (BEMS, MEMS, HEMS and Batteries, etc.) Cisco-certified CCIE 50 **Broadcasting** Information technology engineers 670 Wireless Electricity Access Solar power LAN/WAN Servers Electricity

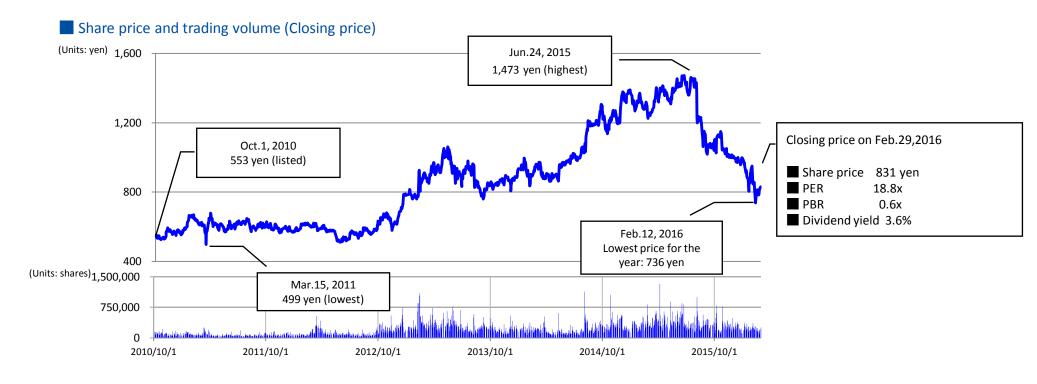
38

## (5) Major Shareholders (As of Sep. 30, 2015)

Shareholder	Number of Shares Held (thousands)	Shareholding Ratio (%)	Shareholder Composition	
Sumitomo Electric Industries, Ltd.	16,236	19.0%		
The Master Trust Bank of Japan, Ltd. (Trust Account)	3,111	3.6%	Treasury stock	1
Sumitomo Densetsu Co., Ltd.	2,488	2.9%	4.7%	
Japan Trustee Services Bank, Ltd. (Trust Account)	2,116	2.5%	Financial institutions	Individuals 17.6%
CBNY-Government of Norway	1,719	2.0%	22.0%	
BBH For Fidelity Low-priced Stock Fund (Principal All Sector Subportfolio)	1,708	2.0%	Foreign corporations	Japanese corporations 30.3%
State Street Bank and Trust Company 505001	1,575	1.8%	25.4%	
The Bank of New York, Treaty JASDEC Account	1,337	1.6%		
MIRAIT Holdings Employees's Stock Option Plan	1,240	1.5%		
Mizuho Bank, Ltd.	1,229	1.4%		
Shares	85,381			

 $<sup>^{*}</sup>$  In addition to the above, the Company also holds 4,049,474 shares (4.7%) of treasury stock.

### (6) Share Price (Since establishment of MIRAIT Holdings on October 1, 2010)



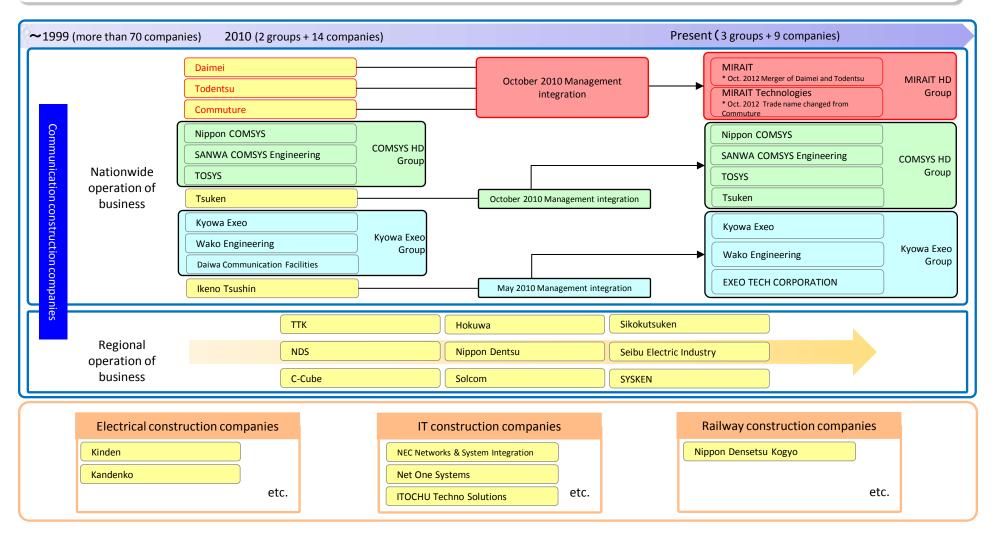
#### Performance of MIRAIT compared to major indices



#### 2. Current Industry Conditions

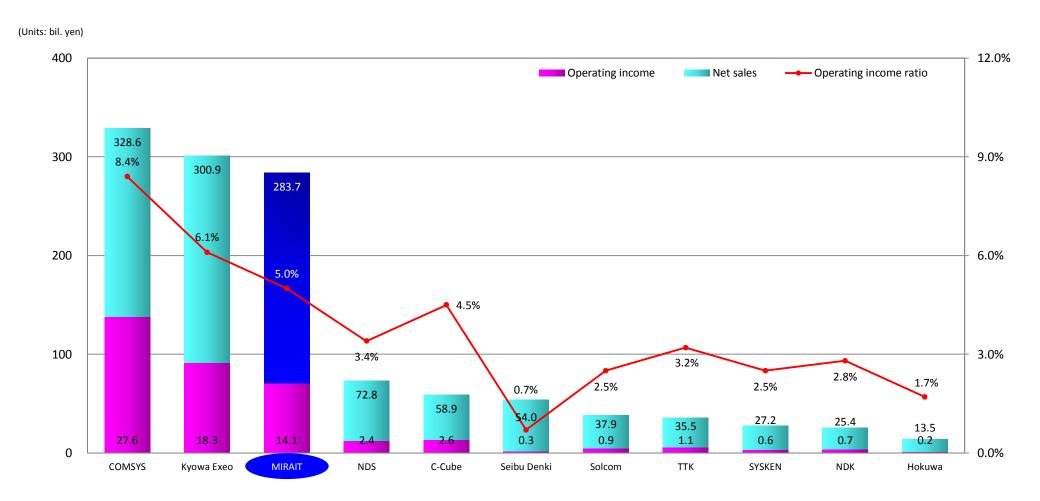
#### (1) Current State of the Industry (As of February 2016)

- Communications construction companies are made up of three nationwide groups (MIRAIT, COMSYS, Kyowa Exeo), and nine regional companies. In recent years, a realignment of the industry has been carried out by these companies.
- Electrical construction companies and railway construction companies are also operating businesses in the area of communications construction, and some are becoming competitors.



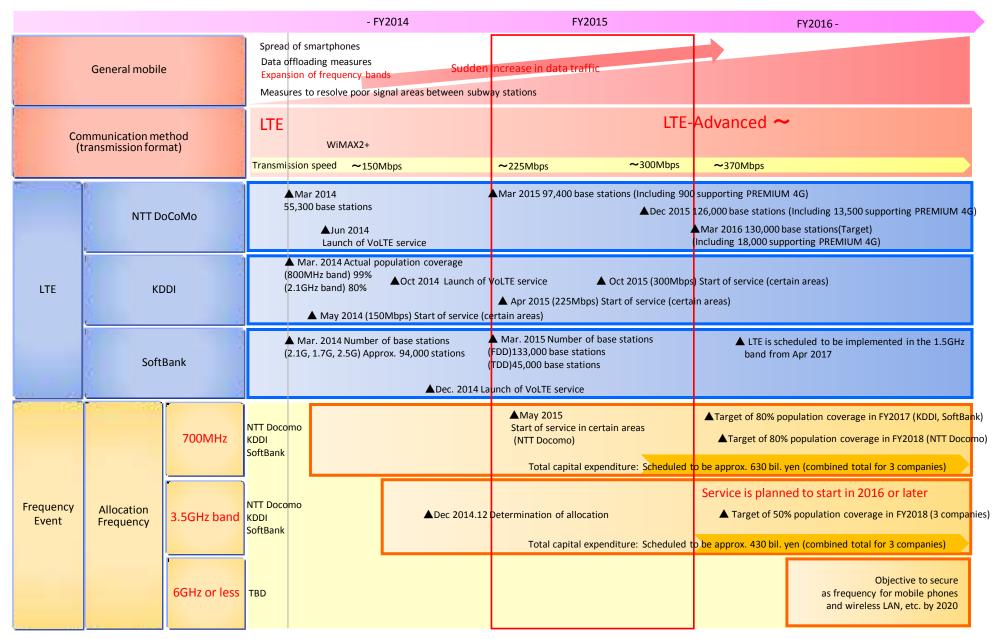
#### (2) Net Sales and Operating Income of MIRAIT and Peer Companies

• MIRAIT Holdings established with the management integration of the three companies had net sales of 283.7 bil. yen in the year ended March 2015, approaching the scale of the two largest companies (COMSYS and Kyowa Exeo). Growing into one of the industry's leading groups.



<sup>\*</sup> Prepared by MIRAIT based on the figures announced by each company. (Solcom's fiscal year closes in December and Sikokutsuken is not disclosed because it was not listed)

#### 3. Changes in the Mobile Market Environment





# V. Supplementary Materials

#### 1. Performance

Units: bil. yen	FYE March 2012	FYE March 2013	FYE March 2014	FYE March 2015	FYE March 2016 (Forecast)
Orders received	252.0	278.0	282.0	293.6	265.0
Net sales	236.0	271.0	277.7	283.7	260.0
Gross profit	24.0	29.3	29.9	33.1	24.7
Gross profit ratio	10.2%	10.8%	10.8%	11.7%	9.5%
SG&A	18.7	18.4	18.5	18.9	19.7
SG&A ratio	8.0%	6.8%	6.7%	6.7%	7.6%
Operating income	5.2	10.8	11.4	14.1	5.0
Operating income ratio	2.2%	4.0%	4.1%	5.0%	1.9%
Ordinary income	6.1	11.7	12.2	14.8	5.5
Ordinary income ratio	2.6%	4.3%	4.4%	5.2%	2.1%
Net income	3.2	4.2	7.1	11.1	3.6
Net income	1.4%	1.5%	2.6%	3.9%	1.4%

<sup>\*</sup> Figures are rounded down to one decimal place (bil. yen).

## 2. Orders Received and Net Sales by Business Category

Orders received  Units: bil. Yen	FYE March 2015 3Q actual results	FYE March 2016 3Q actual results	YoY Change (Percentage change )	FYE March 2015 Full-year Results	Progress	FYE March 2016 Full-year Forecast	Progress
Units: bil. Yen	(a)	(b)	(b) — (a)	(c)	(a)/(c)	(d)	(p)/(q)
NTT Business	67.4	66.1	- 1.3 (- 1.9%)	96.5	69.8%	89.0	74.3%
Multi-carrier business	75.5	54.1	- 21.4 (- 28.3%)	94.1	80.3%	78.0	69.5%
Environmental & social innovation business	38.6	33.8	- 4.8 (- 12.5%)	55.2	70.0%	51.0	66.4%
ICT solution business	35.8	33.3	- 2.5 (- 6.9%)	47.7	75.0%	47.0	71.0%
Total	217.4	187.5	- 29.9 (- 13.8%)	293.6	74.0%	265.0	70.8%
			<del>-</del>				
Net sales	FYE March 2015 3Q actual results	FYE March 2016 3Q actual results	YoY Change (Percentage change)	FYE March 2015 Full-year Results	Progress	FYE March 2016 Full-year Forecast	Progress
Net sales Units: bil. Yen					Progress (a) ∕(c)		Progress (b)∕(d)
	3Q actual results	3Q actual results	(Percentage change )	Full-year Results		Full-year Forecast	
Units: bil. Yen	3Q actual results (a)	3Q actual results (b)	(Percentage change )  (b) — (a)  - 4.8	Full-year Results (c)	(a)/(c)	Full-year Forecast (d)	(b)/(d)
Units: bil. Yen  NTT Business	3Q actual results (a) 64.8	3Q actual results (b) 60.0	(b) — (a) - 4.8 (- 7.3%) - 18.9	Full-year Results (c) 95.6	(a)/(c) 67.8%	Full-year Forecast  (d)  92.0	(b)/(d) 65.3%
Units: bil. Yen  NTT Business  Multi-carrier business  Environmental & social	(a) 64.8 68.8	3Q actual results (b) 60.0 49.9	(b) — (a) - 4.8 (- 7.3%) - 18.9 (- 27.5%) + 8.9	Full-year Results (c) 95.6 96.1	(a)/(c) 67.8% 71.6%	Full-year Forecast  (d)  92.0  73.5	(b)/(d) 65.3% 67.9%

<sup>\*</sup> Figures are rounded down to one decimal place (bil. yen).

### 3. Assets, Liabilities and Net Assets

- As of December 31, 2015, the equity ratio was 66.0% (63.8% as of March 31, 2015)
- Around 70% of assets are current assets, mainly made up of cash & deposits, accounts receivable from completed construction contracts and costs on uncompleted construction contracts
- Over half of liabilities are accounts payable for construction contracts

(Units: bil. yen)

Ratio of current assets 66.9%

Item	Amount	ltem	Amount	
Assets		Liabilities		
Current assets	123.0	Current liabilities	45.9	
		Accounts payable for construction contracts	30.7	
Cash and deposits	20.9	Short-term loans payable	0.0	
Accounts receivable from completed	E4.4	Other	15.1	
construction contracts	54.4	Noncurrent liabilities	13.2	
Costs on uncompleted construction	22.0	Long-term loans payable	0.0	
contracts and others	33.0	Other	13.2	
Other	14.6	Total liabilities	59.1	
Other	14.6	Net assets		
Nanamantanata	60.0	Shareholders' equity	115.1	4
Noncurrent assets	60.8	Capital stock	7.0	
Description along the analysis and	24.5	Capital surplus	25.9	
Property, plant and equipment	31.5	Retained earnings	84.8	
		Treasury stock	- 2.6	
Intangible assets	2.2	Total accumulated other comprehensive income	6.1	4
		Minority interests	3.3	
	200	Total net assets	124.7	
Investments and other assets	26.9	Total fiet assets	124.7	

Equity: 121.3 bil. yen Equity ratio 66.0%

Total assets 183.9 bil. yen

## 4. Key Performance Indicators

## Capital-related Indicators

	FYE March 2012	FYE March 2013	FYE March 2014	FYE March 2015	FYE March 2016 (Forecast)
Equity ratio	65.3 <b>%</b>	60.0%	63.0%	63.8 <b>%</b>	64.0 <b>%</b>
Return on equity (ROE)	3.3%	4.1%	6.7%	9.5%	2.9%

## **Shareholder Return Indicators**

	FYE March 2012	FYE March 2013	FYE March 2014	FYE March 2015	FYE March 2016 (Forecast)
Dividend payout ratio	50.7%	39.2%	22.9%	22.0%	67.8%
Overall returns	50.7%	39.2 <b>%</b>	36.7%	22.0%	67.8%

## Capital Investment and Depreciation and Amortization

Units: bil. yen	FYE March 2012	FYE March 2013	FYE March 2014	FYE March 2015	FYE March 2016 (Forecast)
Capital expenditure	3.4	2.9	3.2	3.2	4.3
Depreciation and amortization	2.7	2.5	2.2	2.4	2.4

## **Cash Flows**

Units: bil. yen	FYE March 2012	FYE March 2013	FYE March 2014	FYE March 2015
Operating cash flow	5.4	- 1.6	9.0	18.6
Investment cash flow	- 2.3	- 1.5	- 2.7	- 3.8
Financial cash flow	- 2.1	- 2.4	- 3.5	- 2.2
Free cash flow	3.1	- 3.1	6.3	14.8

FYE March 2015 3Q actual results	FYE March 2016 3Q actual results
9.8	1.2
- 2.8	- 2.9
- 2.2	- 2.5
7.0	- 1.7

FYE March 2016 3Q actual results

24.9

- 0.4

24.5

## Cash and Deposits/ Interest-bearing Debt

Units: bil. yen	FYE March 2012	FYE March 2013	FYE March 2014	FYE March 2015	FYE March 2015 3Q actual results
Cash and cash equivalents	19.6	13.9	16.7	29.2	21.4
Interest-bearing debt	- 0.5	- 1.0	- 0.5	- 0.3	- 0.5
Net cash	19.1	12.9	16.2	28.9	20.9

(Notes)

- 1. Net cash is the amount obtained by deducting interest-bearing debt from cash and cash equivalents
- 2. Cash and cash equivalents exclude deposits and securities not maturing within 3 months.

## **Precautionary Statement**



Statements and quotes relevant to the forecasted values in this handout are the future prospects based on the plans and prospects of the Company at this point in time.

The actual business results could be significantly different from those stated in this handout due to changes in conditions.

As such, please be advised that we will not be able to guarantee the accuracy of the forecasted values, in this handout and the session, over the period of time to come in the future.

MIRAIT Holdings Corporation