

Tera Probe, Inc.

Annual Financial Results for the Year Ended December 31, 2017

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Consolidated Financial Results (Japanese Accounting Standards) for the FY2017 (Ended December, 31, 2017)

Feb 19, 2017

Company name Tera Probe, Inc. Stock Exchange listing Tokyo Stock Exchange Stock code 6627 URL http://www.teraprobe.com/

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Scheduled date of ordinary shareholders' meeting Mar 29, 2017

Scheduled date of commencement of dividend payment

Scheduled date for filing of annual securities report Mar 29, 2017

Supplementary documents:Yes

Financial results briefing: Yes (for analysts and institutional investors)

(Amounts of less than one million yen are truncated)

1. Consolidated Financial Results for the Fiscal Year Ended December 31, 2017 (April 1, 2017 – December 31, 2017)

(1) Consolidated Results of Operations

(Percentages show year-on year changes)
dinary income Net income

	Net sale	es	Operating income		Ordinary income		Net income	
	Million yen	%	Million yen	%	Million yen	%	Million yen	%
FY2017	17,869	-	1,845	-	1,790	-	334	-
FY2016	18,812	(17.2)	2,334	(16.1)	2,539	(0.6)	1,242	166.8

(Note)Comprehensive income

Year ended December 31, 2017: 1,526 million yen (-%) Year ended March 31, 2017: 2,630 million yen (1,120.5%)

	Net income per share(basic)	Net income per share(diluted)	Return on equity	Ratio of ordinary income to total assets	Ratio of operating income to net sales
	Yen	Yen	%	%	%
FY2017	36.05	-	1.5	3.6	10.3
FY2016	133.90	-	5.9	6.2	12.4

(Reference) Share of (profit) loss of entities accounted for using equity method

Year ended December 31, 2017: - million yen

Year ended March 31, 2017: 101 million yen

(Note) In the fiscal year ended December 31, 2017, the Company finalized the provisional accounting for business combinations, and reflected the provisional accounting for the consolidated financial statements in the fiscal year ended March 31, 2017.

(2) Consolidated Financial Position

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	Total assets	Net assets	Equity ratio	Net assets per share
	Million yen	Million yen	%	Yen
FY2017	54,329	29,164	41.5	2,426.41
FY2016	46,317	27,221	47.4	2,366.55

(Reference) Shareholders' equity

Year ended December 31, 2017: 22,522million yen Year ended March 31, 2017: 22,014 million yen

(3) Consolidated Cash Flows

(o) Consolidate	a Oasii i lows			
	Cash flows from	Cash flows from investing	Cash flows from financing	Cash and cash
	operating activities	activities	activities	equivalents at end of FY
	Million yen	Million yen	Million yen	Million yen
FY2017	6,870	(12,065)	4,503	8,910
FY2016	6,478	(11,765)	7,602	9,542

2. Dividends

		Divi	vidend per share			Total dividends	Payout ratio	Ratio of dividends
	1Q	2Q	3Q	Year-end	Annual	Total dividends	Payout Tallo	to net assets
	Yen	Yen	Yen	Yen	Yen	Million yen	%	%
FY2017	-	0.00	-	0.00	0.00	0	0.0	0.0
FY2016	-	0.00	-	0.00	0.00	0	0.0	0.0

3. Consolidated Earnings Forecast for the First Quarter of FY2018 (January 1, 2018 - March 31, 2018)

The market environment in the semiconductor industry is characterized by short-term changes, which makes creation of a one-year business earnings forecast difficult. Therefore, in regard to Tera Probe's consolidated business outlook the company is only making available a forecast for the following quarter.

Because of a difficulty of full-term forecast, a dividend forecast has been omitted, but we'll announce it timely when we can.



The forecast for the First Quarter of FY2018 is as follows.

(Percentages show year-on year changes)

	Net sa	les	Operating i	ncome	Ordinary in	ncome	Net inco	me	Net income per share
	Million yen	%	Million yen	%	Million yen	%	Million yen	%	yen
1Q/FY2018	6,200	-	830	-	780	-	110	-	11.85

(Note) The company has changed its end of fiscal year from March 31 to December 31. As the result, the percent of year-on year changes is not indicated because the first quarter of the fiscal year ending December 31, 2018 (January 1, 2018 to March 31, 2018) and the first quarter of the previous fiscal year (April 1, 2017 to June 30, 2017) cover different periods.

Notes

(1) Changes of important subsidiaries during the period (changes of specific in accordance with changes in the scope of consolidation):

None

(2) Changes in accounting policies and changes or restatement of accounting estimates

(i) Changes in accounting policies caused by revision of accounting standards:

None

(ii) Changes in accounting policies other than (i):

None

(iii) Changes in accounting estimates:

Yes

(iv) Restatement:

None

- (3) Number of shares outstanding (common stock):
 - (v) Number of shares outstanding at end of period (including treasury stock)
 - (vi) Number of treasury stock at end of period
 - (vii) Average number of shares outstanding during the period

FY2017	9,282,500 shares	FY2016	9,282,500 shares
FY2017	145shares	FY2016	145shares
FY2017	9,282,355	FY2016	9,282,355
F12017	shares	F12010	shares

*Reference

Non-Consolidated Financial Results for the Fiscal Year Ended December 31, 2017(April 1, 2017 –December 31, 2017)

(1) Non-Consolidated Results of Operations (Percentages show year-on year changes)

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	Net s	sales	Operating	income	Ordinary	/ income	Net inc	ome
	Million yen	%	Million yen	%	Million yen	%	Million yen	%
FY2017	8,133	-	(464)	-	(86)	-	(209)	-
FY2016	11,470	(33.5)	156	(89.5)	288	(80.9)	417	40.8

	Net income per share(basic)	Net income per share(diluted)
	Yen	Yen
FY2017	(22.62)	-
FY2016	44.95	-

(2) Non-Consolidated Financial Position

	Total assets	Net assets	Equity ratio	Net assets per share
	Million yen	Million yen	%	Yen
FY2017	26,098	19,434	74.5	2,093.70
FY2016	25,338	19,644	77.5	2,116.33

(Reference) Shareholders' equity

Year ended December 31, 2017: 19,434 million yen Year ended March 31, 2017: 19,644 million yen



1. Overview of the Group

The company has changed its end of fiscal year from March 31 to December 31 pursuant to the resolution at the 12th annual shareholders meeting held on June 29, 2017.

As the result, the 13th business period (FY2017) comprises nine months and hence the company does not describe the comparison of the results over the previous fiscal year in this business report.

(1) Description of Operating Results

For the third quarter of the fiscal year ended December 31, 2017, net sales at Tera Probe Group increased slightly compared with the previous quarter because the demand showed a recovery trend in the late third quarter, although inventory adjustment by certain customers continued. So, the Group's consolidated results for the third quarter were net sales of 6,002 million yen (QoQ increase of 1.4%), operating income of 619 million yen (QoQ increase of 1.8%), and ordinary income of 582 million yen (QoQ increase of 1.6%). Quarterly net income attributable to owners of parent were 77 million yen (QoQ decrease of 35.9%) because we recorded 74 million yen expenses for Hiroshima plant relocation as an extraordinary loss, and quarterly net income attributable to non-controlling interests of 319 million yen.

For the fiscal year ended December 31, 2017 (9 months) (FY2017), we could receive a strong demand for automotive products and also made Tera Probe Aizu, Inc. our wholly owned subsidiary. As a result, the Group's consolidated results were net sales of 17,869 million yen, operating income of 1,845 million yen, and ordinary income of 1,790 million yen. Net income attributable to owners of parent was 334 million yen because net income attributable to non-controlling interests was 817 million yen.

With regarding to the compensation for Hiroshima plant relocation, although we received 461 million yen as an installment payment of it in December 2017, we will record a whole compensation as an extraordinary profit at one time after the completion of Hiroshima plant relocation.

Performance by segment is as follows. The results by segment do not include consolidation adjustments, currency exchange rate adjustments and expenses not allocated by segment.

① Memory Business

For the third quarter, while the memory business was affected by changes in production mix by a major customer and sales fell compared with the previous quarter, we reduced expenses on the other hand. As a result, net sales in the memory business for the third quarter were 2,715 million yen (QoQ decrease of 2.3%) and segment profit was 452 million yen (QoQ increase of 8.8%).

For the fiscal year ended December 31, 2017, although the demand volume for automotive and high end smartphone products were increased, it was not enough to compensate the affection by changes in production mix by a major customer. As a result, net sales in the memory business were 8,386 million yen and segment profit was 1,437 million yen.

2 System LSI Business

For the third quarter, the system LSI business increased in both sales and profits compared with the previous quarter because the volume of demand for automotive products grew steadily and inventory adjustments by certain customers broke away from its peak. As a result, net sales in the system LSI business for the third quarter were 3,224 million yen (QoQ increase of 3.9%) and segment profit was 634 million yen (QoQ increase of 25.8%).

For the fiscal year ended December 31, 2017, we could receive a strong demand for automotive products and also made Tera Probe Aizu, Inc. our wholly owned subsidiary. As a result, net sales in the system LSI business were 9,333 million yen and segment profit was 1,657 million yen.

(2) Qualitative Information on Consolidated Financial Conditions

① Financial Conditions

Total assets at December 31, 2017 were 54,329 million yen, an increase of 8,012 million yen from March 31, 2017. This was mainly due to an increase of 9,374 million yen in Property, plant and equipment, despite a decrease of 1,000 million yen in securities.

Total liabilities amounted to 25,165 million yen, an increase of 6,069 million yen from March 31, 2017. This was mainly due to an increase in long-term loans payable by 2,756 million yen, short-term loans payable by 2,128 million yen and accounts payable-other by 949 million yen.

Net assets were 29,164 million yen, an increase of 1,942 million yen from March 31, 2017. This was mainly due to an increase in non-controlling interest of 1,387 million yen and retained earnings of 334 million yen respectively.

2 Cash Flows

Cash and cash equivalents at December 31, 2017 decreased by 632 million yen when compared to March 31, 2017, to 8,910 million yen.

The overall situation regarding cash flows during this fiscal year was as described below.

Cash flows from operating activities were positive 6,870 million yen. The major positive factors were 5,338 million yen in depreciation and amortization and 1,735 million yen in profit before income taxes.

Cash flows from investing activities were negative 12,065 million yen. This was largely due to the payment of 12,751 million for the purchase of fixed assets.

Cash flows from financing activities were positive 4,503 million yen. These were largely due to the proceeds from LT and ST loans by 19,293 million yen and the repayment of LT and ST loans by 14,744 million yen.



(3) Future Forecast

The market environment in the semiconductor industry is characterized by short-term changes, which makes creation of a one-year business earnings forecast difficult. Therefore, in regard to Tera Probe's consolidated business outlook, the company is only making available a forecast for the following quarter.

For the first quarter of this fiscal year, we anticipate that both net sales and profits will increase compared to the previous quarter due to an increase of probe card sales and the conclusion of inventory adjustments by certain customers.

As a result of the above, the Group's consolidated results for the first quarter are expected as 6,200 million yen in sales, 830 million yen in operating income, and 780 million yen in ordinary income. Net income attributable to owners of parent is expected to be 110 million yen because an extraordinary loss of 200 million yen is expected for the relocation expenses from Hiroshima plant.

We expect to record the relocation expenses of Hiroshima plant as an extraordinary loss in the second quarter of this fiscal year continued from the first quarter. We will separately make an announcement as soon as we confirm when the extraordinary profit of the compensation will be recorded and how much the extraordinary loss will be.





(Thousand yen) FY2016 FY2017 (As of March 31, 2017) (As of December 31, 2017) Assets Current assets Cash and deposits 11,810,551 11,942,599 5,720,087 Notes and accounts receivable-trade 5,825,512 Securities 1,000,000 27,441 Finished goods 68,124 433,367 Work in process 303,864 Raw materials and supplies 67,715 52,518 Deferred tax assets 108,188 129,410 Accounts receivable-other 987,205 767,518 284,481 Others 244,553 19,439,039 Total current assets 20,334,101 Non-current assets Property, plant and equipment Buildings and structures, net 4,377,554 3,109,734 Machinery, equipment and vehicles, net 18,323,438 13,772,699 1,639,622 Land 1,606,675 Construction in progress 8,602,291 5,419,984 1,385,601 Others, net 1,044,868 34,328,508 Total property, plant and equipment 24,953,961 Intangible assets Goodwill 30,192 120,769 Others 194,451 205,894 Total intangible assets 224,644 326,663 Investments and other assets Claims provable in bankruptcy 177 194 420 Deferred tax assets 890 (74)Allowance for doubtful accounts (81)Others 337,052 701,351 337,575 Total Investments and other assets 702,355 Total non-current assets 34,890,727 25,982,980 Total assets 46,317,081 54,329,767 Liabilities **Current liabilities** Notes and accounts payable-trade 788,763 501,568 Short-term loans payable 2,568,300 440,000 Current portion of long-term loans payable 388,000 388,000 Lease obligations 501,492 609,927 Accounts payable-other 2,455,508 1,505,604 477,337 Income taxes payable 589,891 Provision for bonuses 610,033 674,667 Deferred tax liabilities 585 5,556 Others 1,593,341 1,006,387 Total current liabilities 9,383,363 5,721,603



		(Thousand yen)
	FY2016	FY2017
	(As of March 31, 2017)	(As of December 31, 2017)
Noncurrent liabilities		
Long-term loans payable	11,632,239	14,388,286
Lease obligations	1,007,241	654,608
Deferred tax liabilities	206,962	256,418
Net defined benefit liabilities	248,242	236,204
Asset retirement obligations	13,635	13,812
Others	265,510	232,667
Total non-current liabilities	13,373,832	15,781,997
Total liabilities	19,095,435	25,165,361
Net assets		
Shareholders' equity		
Capital Stock	11,823,312	11,823,312
Capital surplus	11,380,267	11,380,267
Retained earnings	(1,617,483)	(1,282,821)
Treasury shares	(128)	(128)
Total shareholders' equity	21,585,968	21,920,631
Accumulated other comprehensive income		
Foreign currency translation adjustment	469,906	629,445
Remeasurements of defined benefit plans	(88,704)	(27,261)
Total accumulated other comprehensive income	381,201	602,183
Non-controlling interests	5,254,476	6,641,591
Total net assets	27,221,646	29,164,406
Total liabilities and net assets	46,317,081	54,329,767
-		



(2) Consolidated Statements of Income and Comprehensive Income

		(Thousand yen)
	FY2016	FY2017
	(April 1, 2016 - March 31, 2017)	
Net sales	18,812,783	17,869,444
Cost of sales	14,481,463	14,191,899
Gross profit	4,331,320	3,677,544
Selling, general and administrative expenses	1,997,066	1,831,668
Operating income	2,334,254	1,845,876
Non-operating income		
Interest income	4,232	3,587
Share of profit of entities accounted for		
using equity method	101,404	-
Rent income on facilities	170,082	92,372
Other	176,899	59,671
Total non-operating income	452,619	155,632
Non-operating expenses		
Interest expenses	109,244	126,783
Depreciation of assets for rent	74,297	59,653
Other	63,456	24,298
Total non-operating expenses	246,998	210,735
Ordinary income	2,539,876	1,790,772
Extraordinary income		
Gain on sales of non-current assets	31,815	73,002
Local government subsidy	12,512	-
Gain on step acquisitions	1,629	-
Gain on reversal of subscription rights to		_
shares	51,269	
Total extraordinary income	97,226	73,002
Extraordinary loss		
Loss on sales of non-current assets	20,301	26,194
Loss on retirement of non-current assets	7,785	26,951
Impairment loss	147,684	-
Business place transfer expenses		74,786
Total extraordinary loss	175,771	127,932
Income before income taxes	2,461,330	1,735,842
Income taxes-current	415,313	512,334
Income taxes-deferred	(15,594)	71,147
Total income taxes	399,719	583,482
Net income	2,061,611	1,152,360
(Net income attributable to)		
Net income attributable to owners of parent	1,242,931	334,662
Net income attributable to non-controlling interests	818,680	817,697
Other comprehensive income		
Foreign currency translation adjustment	544,440	312,821
Remeasurements of defined benefit plans,	J 11 ,440	5.2,021
net of tax	24,671	61,442
Total other comprehensive income	569,111	374,264
Comprehensive income	2,630,722	1,526,624



(Thousand yen)	l ven)	(Thousand
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		(Thousand yen)
	FY2016	FY2017
	(April 1, 2016 - March 31, 2017) (April	1, 2017 - December 31, 2017)
(Comprehensive income attributable to)		
Comprehensive income attributable to owners of the parent	1,545,266	555,644
Comprehensive income attributable to non-controlling interests	1,085,455	970,980



		(Thousand yen)
	FY2016	FY2017
	(April 1, 2016 - March 31, 2017)	(April 1, 2017 -December 31, 2017)
Shareholders' equity		
Capital Stock		
Balance at the beginning of current period	11,823,312	11,823,312
Changes of items during the period		
Total changes of items during the period		<u> </u>
Balance at the end of current period	11,823,312	11,823,312
Capital surplus		
Balance at the beginning of current period	11,380,267	11,380,267
Changes of items during the period		
Total changes of items during the period		<u> </u>
Balance at the end of current period	11,380,267	11,380,267
Retained earnings		
Balance at the beginning of current period	(2,860,414)	(1,617,438)
Changes of items during the period		
Net income (loss) attributable to owners of	1,242,931	334 663
parent	1,242,931	334,662
Total changes of items during the period	1,242,931	334,662
Balance at the end of current period	(1,617,483)	(1,282,821)
Treasury shares		
Balance at the beginning of current period	(128)	(128)
Changes of items during the period		
Total changes of items during the period	-	-
Balance at the end of current period	(128)	(128)
Total shareholders' equity		
Balance at the beginning of current period	20,343,037	21,585,968
Changes of items during the period		
Net income (loss) attributable to owners of	1 242 021	224 662
parent	1,242,931	334,662
Total changes of items during the period	1,242,931	334,662
Balance at the end of current period	21,585,968	21,920,631
Valuation and translation adjustments		
Foreign currency translation adjustment		
Balance at the beginning of current period	192,241	469,906
Changes of items during the period		
Net changes of items other than shareholders' equity	277,664	159,538
Total changes of items during the period	277,664	159,538
Balance at the end of current period	469,906	629,445
Remeasurements of defined benefit plans		
Balance at the beginning of current period	(113,375)	(88,704)
Changes of items during the period		
Net changes of items other than shareholders' equity	24,671	61,442
Total changes of items during the period	24,671	61,442
Balance at the end of current period	(88,704)	(27,261)
	(00,704)	(21,201)



		(Thousand yen)
	FY2016	FY2017
	(April 1, 2016 - March 31, 2017) (April	il 1, 2017 -December 31, 2017)
Total accumulated other comprehensive		
income		
Balance at the beginning of current period	78,866	381,201
Changes of items during the period Net changes of items other than shareholders' equity	302,335	220,981
Total changes of items during the period	302,335	220,981
Balance at the end of current period	381,201	602,183
Subscription rights to shares	301,201	002,103
Balance at the beginning of current period	35,608	-
Changes of items during the period Net changes of items other than shareholders' equity	(35,608)	-
Total changes of items during the period	(35,608)	-
Balance at the end of current period	-	-
Non-controlling interests		
Balance at the beginning of current period	3,196,260	5,254,476
Changes of items during the period		
Net changes of items other than shareholders' equity	2,058,215	1,387,115
Total changes of items during the period	2,058,215	1,387,115
Balance at the end of current period	5,254,476	6,641,591
Total net assets		
Balance at the beginning of current period	23,653,772	27,221,646
Changes of items during the period		
Net income (loss) attributable to owners of parent	1,242,931	334,662
Net changes of items other than shareholders' equity	2,324,943	1,608,096
Total changes of items during the period	3,567,874	1,942,759
Balance at the end of current period	27,221,646	29,164,406



		(Thousand yer
	FY2016	FY2017
	(April 1,2016 – March 31,2017)	(April 1, 2017 -December 31, 2017
Cash flows from operating activities		
Profit before income taxes	2,461,330	1,735,842
Depreciation	5,490,808	5,338,379
Impairment loss	147,684	-
Share-based compensation expenses	15,660	-
Gain on reversal of subscription rights to shares	(51,269)	-
Amortization	-	90,576
Increase (decrease) in allowance for doubtful	(9)	(6)
accounts	(3)	(0)
Loss (gain) on step acquisitions	(1,629)	-
Increase (decrease) in net defined benefit liability	28,902	17,829
Increase (decrease) in provision for business	(175.409)	
transfer	(175,408)	-
Increase (decrease) in provision for bonuses	205,975	(74,931)
Interest income	(4,232)	(3,587)
Interest expenses	109,244	126,783
Share of (profit) loss of entities accounted for	(4.04, 4.04)	
using equity method	(101,404)	-
Rental	(170,082)	(92,372)
Compensation expenses	-	-
Interest on refund	(401)	(1,299)
Loss (gain) on sales and retirement of	(0.700)	(40.004)
non-current assets	(3,728)	(18,824)
Local government subsidy	(12,512)	-
Decrease (increase) in notes and accounts receivable-trade	273,719	159,401
Decrease (increase) in claims provable in		
bankruptcy, claims provable in rehabilitation	20	16
Decrease (increase) in inventories	(118,293)	(98,711)
Increase (decrease) in notes and accounts		·
payable-trade	(868,283)	286,532
Decrease (increase) in other current assets	(313,042)	(243,452)
Increase (decrease) in other current liabilities	104,545	(31,631)
Increase (decrease) in other noncurrent liabilities	(19,454)	(32,349)
Others, net	(9,577)	9,298
Subtotal	6,988,560	7,167,493
Interest income received	4,574	3,600
Interest expenses paid	(108,308)	(126,993)
Proceeds from subsidy income	24,553	-
Compensation for relocation received	-	461,558
Compensation for damage paid	(48,399)	(667)
Income taxes refund	6,366	78,093
Income taxes paid	(389,035)	(712,728)
Net cash provided by (used in) operating	· · · · · · · · · · · · · · · · · · ·	6,870,355
activities	6,478,309	6



		(Thoddana yen)
	FY2016	FY2017
	(April 1,2016 – March 31,2017)	(April 1, 2017 -December 31, 2017)
Cash flows from investing activities		
Payments for time deposits	(7,800,000)	(4,300,000)
Proceeds from withdrawal of time deposits	7,900,000	4,800,000
Purchase of property, plant and equipment	(12,182,515)	(12,715,048)
Proceeds from sales of property, plant and equipment	297,092	114,986
Purchase of intangible assets	(46,998)	(33,868)
Proceeds from equipment rental	165,081	92,372
Proceeds from transfer of business	596,547	-
Purchase of shares of subsidiaries resulting in change in scope of consolidation	(95,495)	-
Payments of loans receivable from subsidiaries and associates	(1,045,000)	-
Collection of loans receivable to subsidiaries and affiliates	571,000	-
Others, net	(30,607)	(24,368)
Net cash provided by (used in) investing activities	(11,670,895)	(12,065,926)
Cash flows from financing activities		
Increase in short-term loans payable	2,583,300	8,766,220
Decrease in short-term loans payable	(3,115,352)	(6,687,300)
Proceeds from long-term loans payable	7,799,224	10,526,941
Repayments of long-term loans payable	(654,851)	(8,057,220)
Repayments of lease obligations	(1,044,081)	(461,737)
Gain from Sale and Lease-back	1,061,272	-
Proceeds from share issuance to non-controlling shareholders	1,067,308	721,941
Dividends paid to non-controlling interests	(94,548)	(305,806)
Net cash provided by (used in) financing activities	7,602,270	4,503,038
Effect of exchange rate change on cash and cash equivalents	59,310	60,484
Net increase (decrease) in cash and cash equivalents	2,468,994	(632,047)
Cash and cash equivalents at beginning of period	7,073,604	9,542,599
Cash and cash equivalents at end of period	9,542,599	8,910,551