

## Independent Auditors' Audit Report

February 20, 2014

To the Board of Directors of  
Tosei Corporation

Shinsoh Audit Corporation

Designated and Engagement Partner,  
Certified Public Accountant:

Kazuma Shinohara (Seal)

Designated and Engagement Partner,  
Certified Public Accountant:

Takashi Aikawa (Seal)

Pursuant to the first paragraph of Article 193-2 of the Financial Instruments and Exchange Act, we have audited the financial statements included in the Accounting Section, namely, the balance sheets and the related statements of operations and changes in net assets, the significant accounting policies, the other related notes and supplementary schedules of Tosei Corporation for the 64th fiscal year from December 1, 2012 to November 30, 2013.

### *Management's Responsibility for the Financial Statements*

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

### *Auditor's Responsibility*

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in Japan. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. The purpose of an audit of the financial statements is not to express an opinion on the effectiveness of the entity's internal control, but in making these risk assessments, the auditor considers internal controls relevant to the entity's preparation and fair presentation of the non-consolidated financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### *Opinion*

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Tosei Corporation as of November 30, 2013, and its financial performance for the year then ended in conformity with accounting principles generally accepted in Japan.

*Matter for Emphasis*

1. As described in "Change in Accounting Policy," the Company changed the accounting treatment for rent income starting the fiscal year under review.
2. As described in "Change in Accounting Policy," the Company changed the accounting treatment for borrowing costs starting the fiscal year under review.
3. As described in "Change in Accounting Policy," the Company changed the calculation method for retirement benefit obligations to the principle method starting the fiscal year under review.
4. As described in "Change in Accounting Policy," the Company changed the accounting treatment for properties for sale starting the fiscal year under review.

These matters have no impact on our audit opinion.

*Conflicts of Interest*

We have no interest in the Company which should be disclosed in compliance with the Certified Public Accountants Act.

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- \*1. The above is a digitization of the text contained in the original copy of the Audit Report, which is in the custody of the Company as attachments to the financial statements.
  2. The section of financial statements of this report does not contain their XBRL data.

\* The English version of the financial statements consists of an English translation of the audited Japanese financial statements. The actual text of the English translation of the financial statements was not covered by our audit. Consequently, for the auditor's report of the English financial statements, the Japanese original is the official text, and the English version is a translation of that text.