SANDEN CORPORATION

SUMMARY OF CONSOLIDATED FINANCIAL STATEMENTS FOR 3 MONTHS ENDED JUNE 30, 2014 (UNAUDITED)

(English Translation)

Fiscal year ending March 31, 2015

SANDEN CORPORATION

20 Kotobuki-cho, Isesaki-shi, Gunma, Japan 372-8502 (URL: http://www.sanden.co.jp/english/index.html)

Code No: 6444

Shares listed: Tokyo Stock Exchange
Representative: Mitsuya Yamamoto, President

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Date of registration of statutory accounts (Shihankihoukokusho): August 8, 2014

(Fractions less than ¥1 million omitted)

1. Consolidated Financial Results for the First Quarter Ended June 30, 2014 (April 1, 2014 - June 30, 2014)

(1) Results of operations (accumulative) (%: percentage change from the same period of previous fiscal year)

	Sales (Millions of		Operating income (Millions of ¥, %)		Income before extraordinary items (Millions of ¥, %)		Net income (Millions of ¥,%)		Net income per share basic (¥)	Net income per share diluted (¥)
3 months ended June 30, 2014	76,865	16.4	3,053	852.8	3,201	341.3	2,659	378.2	19.25	
3 months ended June 30, 2013	66,021	9.3	320	_	725	_	556	_	4.08	_

(2) Financial positions (Fractions less than ¥1 million omitted) Ratio of Total assets Net Assets Net Assets per share equity over total assets (Millions of ¥) (Millions of ¥) (¥) (%) June 30, 2014 443.54 65,488 282,118 21.7 March 31, 2014 277,920 65,651 22.1 443.68

Notes: Equity capital June 30, 2014 61,271 million yen

March 31, 2014 61,291 million yen

2. Dividends

			dividend per share		
(Date of record)	The end of the 1st quarter	The end of the 2nd quarter	The end of the 3rd quarter	Year end	Total
	(¥)	(¥)	(¥)	(¥)	(¥)
Fiscal year ended March 31, 2014	_	0.00	_	10.00	10.00
Fiscal year ended March 31, 2015	_				
Fiscal year ended March 31, 2015 (Forecast)		0.00	_	10.00	10.00

Note: Revisions to the forecast of cash dividends in the current quarter: N/A

3. Forecast of business results for the current fiscal year (April 1, 2014 - March 31, 2015)

(%: percentage changes from the same period of previous fiscal year) Net Sales Operating Income before Percentage Percentage Percentage Percentage income Net income change (%) (Millions of change income change extraordinary items change per share (Millions of ¥) (%) (%) (%) ¥) (Millions of ¥) (Millions of ¥) basic (¥) 6 months ending 143,000 7.9 2,500 246.7 2,500 231.6 1,700 167.3 12.41 September 30, 2014 Fiscal year ending 290,000 5.5 7.000 44.1 7,000 40.7 5,000 (14.4)36.49 March 31, 2015

Note: Forecast has not been changed from the prior forecast.

* Notes

- (1) Changes in significant subsidiaries (Changes in specific subsidiaries accompanied by changes in the scope of consolidation): None
- (2) Use of of accounting methods specifically for the preparation of the quarterly consolidated financial statements: Yes Note: For more information, please refer 2. Other information (2) Use of accounting methods specifically for the preparation of the quarterly consolidated financial statements on page 4.
- (3) Changes in accounting principles and estimates, and retrospective restatement

year ending in March 2015" on page 3 of Supplementary Information.

- (a) Changes due to revision of accounting standards: None
- (b) Changes other than in (a): None
- (c) Changes in accounting estimates: None
- (d) Retrospective restatement: None
- (4) Number of shares outstanding (common stock)

(a) Shares outstanding (including treasury stock)	As of June 30, 2014:	140,331,565	As of March 31, 2014:	140,331,565
(b) Treasury stock	As of June 30, 2014:	2,189,692	As of March 31, 2014:	2,187,892
(c) Average number of shares outstanding during the period	As of June 30, 2014:	138,142,772	As of June 30, 2013:	136,272,381

- * Status of implementation of audit procedures It is under the review procedure process based upon the Financial Instruments and Exchange Act at the time of disclosure of this report.
- * Cautionary statement regarding forecasts of operating results and special notes
 (Note regarding the forward-looking statements)

 The forward-looking statements contained in this report are based on information currently available to the Company and certain assumptions which are regarded as legitimate. These statements are not promises by the Company regarding future performance. Actual results may differ significantly from these forecasts due to various factors. For information about the forecasts, please see "1. Analysis of Results of Operations and Financial Condition (3) Outlook for the fiscal

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1. Analysis of Results of Operations and Financial Condition

(1) Analysis of Results of Operations

In the first quarter of the fiscal year ending in March 2015, the business environment, particularly in developed countries, continued to recover despite an unclear outlook for emerging countries.

In the United States, the economy continued to recover as corporate earnings improved and unemployment fell in response. In Europe too, there were signs of a gradual economic recovery for the continent as whole, although the environment still differs markedly from country to country. In emerging countries in Asia, economic growth slowed but China's growth rate remained high.

In Japan, the economy continued to recover despite the impact of the increase in the consumption tax rate.

In this operating environment, the Sanden Group's objective is to advance to the next phase of growth centered on the environment by using a foundation consisting of "Quality" and "Global." The entire group continued to concentrate on its medium-term strategic goals of achieving sales growth centered on environmental technologies, becoming more competitive by building a stronger operating framework, and improving management by enacting management system reforms

In terms of sales, these actions resulted in growth of consolidated sales in the first quarter of the current fiscal by earning the trust of a broad range of customers by offering ideas for products, systems and services that target growing environmental needs worldwide and then providing these products, systems and services, and by being able to book orders for new, large-scale business, mainly in commercial store systems.

The growth in sales resulted in higher earnings, too. There were also constant measures to cut costs and improve productivity. Furthermore, earnings benefited from reforms started in the prior fiscal year to build a stronger framework for operations, such as by increasing overseas production and making more products internally. Consolidated net sales increased 16.4% to 76,865 million yen, operating income increased 852.8% to 3,053 million yen, ordinary income increased 341.3% to 3,201 million yen, and net income increased 378.2% to 2,659 million yen.

Business segments

A. Automotive Systems

We succeeded in capturing new commercial rights in this segment with small, lightweight, highly efficient compressors using the environmental technologies in which the company has particular strength. The result was an increase in segment sales from the previous fiscal year.

Earnings were also higher as a result of the growth in sales and also of cost savings deriving from structural reforms of global parts procurement activities, and improvement in productivity at factories in Japan and overseas. As a result, segment sales increased 7.9% to 48,421 million yen and operating income increased 404.2% to 1,245 million yen compared with one year earlier.

B. Commercial Store Systems

In the retail store systems sector, we managed to achieve an increase in sales compared with one year earlier as a result of expanding our business in this area by offering all-inclusive proposals for products, systems and services to satisfy demand arising from increased environmental consciousness and the changes in the lifestyle of end users.

In the vending systems sector, sales activities in Japan targeted new business domains by offering ideas centered on our exclusive CO2 heat pump vending machines. These activities led to growth in sales in this sector.

This growth in sales combined with further progress in cutting costs and improving the productivity of manufacturing resulted in earnings increase compared with one year earlier.

As a result, total sales in this segment increased 35.3% to 25,678 million yen and operating income increased 211.9% to 2,656 million yen.

C. Others

To achieve the medium-term strategic goal of achieving sales growth centered on environmental technologies, we concentrated on sales in Japan, Europe, Asia and other countries of Eco Cute, a heat pump hot water heater using a natural CO2 refrigerant. In addition, we continued to make substantial investments for the development of exclusive technologies for a hot water heating unit using heat pump technology and for other products. We are making steady progress toward the goal of extending operations into new business domains.

(2) Financial Condition

A. Assets, liabilities and net assets

Total assets were 282,118 million yen on June 30, 2014, 4,197 million yen higher than one year earlier.

Assets

Current assets increased 4,960 million yen to 165,082 million yen. This increase was attributable mainly to increases of 2,107 million yen in inventories, 1,401 million yen in notes and accounts receivable-trade, 1,097 million yen in accounts receivable-other, and 874 million yen in other current assets. Non-current assets decreased 762 million yen to 117,035 million yen mainly as a result of the combination of a 1,090 million yen increase in investments and other assets and a 1,882 million yen decrease in property, plant and equipment.

Liabilities

Current liabilities increased 7,056 million yen to 143,620 million yen. Major changes included increases of 4,229 million yen in notes and accounts payable-trade, 1,523 million yen in short-term loans payable, 1,702 million yen in provision for bonuses, and 520 million yen in other current liabilities. Noncurrent liabilities decreased 2,695 million yen to 73,009 million yen mainly because of decreases of 1,495 million yen in long-term debt and 1,530 million yen in long-term payables. As a result, total liabilities increased 4,360 million yen to 216, 629 million yen.

Net assets

Net assets decreased 162 million yen to 65,488 million yen. The primary reasons were an increase in net income for the quarter of 2,659 million yen and a 429 million yen increase in the valuation difference on available-for-sale securities, a dividend payment of 1,382 million yen and a decrease of 1,709 million yen in foreign currency translation adjustments.

B. Cash flows

There was a net increase of 58 million yen in cash and cash equivalents during the first quarter of the fiscal year, resulting in a balance of 19,136 million yen as of the end of the first quarter of the fiscal year.

Operating activities

Net cash provided by operating activities was 4,044 million yen, 253 million yen less than one year earlier. Major sources of cash were income before income taxes and minority interests of 3,181 million yen, depreciation and amortization of 2,731 million yen, and an increase of 4,936 million yen in notes and accounts payable-trade. Major uses of cash were a 2,591 million yen increase in notes and accounts receivable-trade, and an increase of 2,968 million yen in inventory assets.

Investing activities

Net cash used in investing activities was 3,335 million yen, 93 million yen more than one year earlier. The primary use of cash was purchase of property, plant and equipment totaling 3,293 million yen.

Financing activities

Net cash used in financing activities was 434 million yen, 3,099 million yen less than one year earlier. The main source of cash was 2,348 million yen from short-term loans payable and the main uses of cash were 1,165 million yen for the repayment of long-term borrowing, 326 million yen for the repayment of long-term lease obligations, and 1,382 million yen for the payment of dividends.

(3) Outlook for the fiscal year ending in March 2015

We are not making any revision at present to the forecast for consolidated business results for the fiscal year ending March 31, 2015 that we announced on May 12, 2014. However, if any changes are made to the forecast in the future, the content of such changes will be disclosed without delay.

2. Other Information

- (1) Changes in significant subsidiaries
 None
- (2) Use of accounting methods specifically for the preparation of the quarterly consolidated financial statements

For tax expenses, we have calculated an estimate for the applicable effective tax rate to net income before income tax for the quarter by applying a reasonable estimate for the effective tax rate after the application of tax effect accounting to the net income before income tax for the fiscal year including the period of the first quarter of the current fiscal year.

However, in circumstances in which it is determined that a calculation using the estimate for the applicable effective tax rate would lack reasonableness, we shall conduct the calculation in accordance with Article 12 (Method for the Application of a Legally-designated Effective Tax Rate) of the 'Practical Guidelines for Application of Tax Effect Accounting in Interim Financial Statements, etc.'.

The adjustment amount for Corporate Tax is disclosed within Total income taxes.

3. Quarterly Consolidated Financial Statements

(1) Quarterly consolidated balance sheets

(Million yen) As of March 31, 2014 As of June 30, 2014 ASSETS Current assets Cash and deposits 19.087 19,145 77,932 Notes and accounts receivable-trade 76,530 Merchandize and furnished goods 22,833 24,689 7,514 7,818 Work in process Raw materials 12,524 12,196 Other inventories 3,769 4,045 2,997 Deferred tax assets 3,167 3,849 4,947 Accounts receivable-other Consumption taxes receivable 4,260 3,867 8,407 Other 7,532 Allowance for doubtful accounts (948)(964)Total current assets 160,122 165,082 Noncurrent assets Property, plant and equipment Buildings and structures, net 23,242 22,611 Machinery, equipment and vehicles, net 27,579 27,600 Tools, furniture and fixtures, net 5,068 5,150 Land 19,152 19,109 Lease assets, net 5,196 4,963 8,360 7,444 Construction in progress Total property, plant and equipment 88,681 86,798 Intangible assets Goodwill 677 666 Lease assets 140 126 Other 3,431 3,486 Total intangible assets 4,250 4,279 Investments and other assets Investment securities 21,388 22,219 Deferred tax assets 2,005 2,054 Other 1,684 1,895 Allowance for doubtful accounts (212)(211)Total investments and other assets 24,866 25,957 Total noncurrent assets 117,798 117,035 Total assets 277,920 282,118

(Million yen)

		(Willion yell)
	As of March 31, 2014	As of June 30, 2014
LIABILITIES		
Current liabilities		
Notes and accounts payable-trade	54,714	58,94
Short-term loans payable	42,953	44,67
Current portion of long-term loans payable	13,527	13,35
Accounts payable-other	10,635	9,36
Lease obligations	1,213	1,19
Income taxes payable	639	62
Provision for bonuses	3,620	5,32
Provision for sales rebates	519	65
Provision for product warranties	1,582	1,82
Deferred tax liabilities	16	
Other	7,141	7,66
Total current liabilities	136,563	143,62
Noncurrent liabilities		
Long-term loans payable	62,567	61,11
Lease obligations	4,118	4,08
Deferred tax liabilities	1,018	1,22
Net defined benefit liability	2,545	2,51
Provision for directors' retirement benefits	179	17
Provision for environmental measures	518	49
Long-term accounts payable-other	2,859	1,32
Other	1,897	2,07
Total noncurrent liabilities	75,705	73,00
Total liabilities	212,269	216,62
NET ASSETS		·
Shareholder's equity		
Capital stock	11,037	11,03
Capital surplus	4,453	4,45
Retained earnings	44,239	45,51
Treasury stock	(1,178)	(1,179
Total shareholder's equity	58,553	59,82
Valuation and translation adjustments	, , , , , , , , , , , , , , , , , , ,	
Valuation difference on available-for-sale securities	2,532	2,96
Deferred gains or losses on hedges	(22)	(65
Foreign currency translation adjustment	807	(901
Remeasurements of defined benefit plans	(579)	(549
Total valuation and translation adjustments	2,738	1,44
Minority interests	4,359	4,21
Total net assets	65,651	65,48
Total liabilities and net assets	277,920	282,11

(2) Quarterly consolidated statements of income and consolidated statements of comprehensive income (First quarter ended June 2014)

(Million yen) First quarter ended June 2013 First quarter ended June 2014 (Apr. 1, 2014 – June 30, 2014) (Apr. 1, 2013 – June 30, 2013) Net sales 66,021 76,865 Cost of sales 55,248 61,599 Gross profit 10,773 15,265 Selling, general and administrative expenses 10,453 12,212 Operating income (loss) 320 3,053 Non-operating income Interest income 14 8 Dividends income 71 76 Foreign exchange gains 214 Equity in earnings of affiliates 512 951 Other 212 236 1,025 1,272 Total non-operating income Non-operating expenses 598 705 Interest expenses Foreign exchange losses 161 Other 22 257 1,124 620 Total non-operating expenses 725 3,201 Ordinary income (loss) Extraordinary income 4 Gain on sales of noncurrent assets 17 Gain on sales of investment securities 7 Other 0 12 17 Total extraordinary income Extraordinary loss 5 Loss on disposal of noncurrent assets 16 Loss on valuation of investment securities 16 Other 1 Total extraordinary loss 7 32 735 3,181 Income (loss) before income taxes 279 Total income taxes 476 456 2,705 Income before minority interests Minority interests in income (loss) (99)45 556 2,659 Net income (loss)

		(William Jen)
	First quarter ended June 2013 (Apr. 1, 2013 – June 30, 2013)	First quarter ended June 2014 (Apr. 1, 2014 – June 30, 2014)
Income before minority interests	456	2,705
Other comprehensive income		
Valuation difference on available-for-sale securities	273	435
Deferred gains or losses on hedges	(136)	(43)
Foreign currency translation adjustment	1,735	(1,159)
Remeasurements of defined benefit plans, net of tax	-	30
Share of other comprehensive income of associates accounted for using equity method	576	(745)
Total other comprehensive income	2,448	(1,484)
Comprehensive income	2,904	1,221
Comprehensive income attributable to owners of the parent	2,835	1,365
Comprehensive income attributable to minority interests	68	(144)

	First quarter ended June 2013 First qua	orter ended June 2014
	(Apr. 1, 2013 – June 30, 2013) (Apr. 1, 2	
Cash flows from operating activities	, , , , , , , , , , , , , , , , , , , ,	, ,
Income (loss) before income taxes and minority interests	735	3,181
Depreciation and amortization	2,416	2,731
Increase (decrease) in provision for bonuses	1,518	1,719
Increase (decrease) in allowance for doubtful accounts	(22)	0
Interest and dividends income	(86)	(85)
Interest expenses	598	705
Equity in (earnings) losses of affiliates	(512)	(951)
Decrease (increase) in notes and accounts receivable-trade	(1,088)	(2,591)
Decrease (increase) in inventories	866	(2,968)
Decrease (increase) in accounts receivable-other	109	(1,129)
Increase (decrease) in accounts payable-other	42	24
Increase (decrease) in notes and accounts payable-trade	1,565	4,936
Other, net	(832)	874
Subtotal	5,311	6,445
Interest and dividends income received	228	246
Interest expenses paid	(598)	(659)
Contribution paid on transfer to defined contribution pension plans	-	(1,492)
Income taxes paid	(644)	(495)
Net cash provided by (used in) operating activities	4,297	4,044
Cash flows from investing activities		
Purchase of property, plant and equipment	(3,120)	(3,293)
Proceeds from sales of property, plant and equipment	161	116
Purchase of intangible assets	(257)	(134)
Other, net	(24)	(23)
Net cash provided by (used in) investing activities	(3,242)	(3,335)
Cash flows from financing activities	-	
Net increase (decrease) in short-term loans payable	(1,447)	2,348
Proceeds from long-term loans payable	120	91
Repayment of long-term loans payable	(491)	(1,165)
Repayments of lease obligations	(370)	(326)
Cash dividends paid	(1,361)	(1,382)
Other, net	16	0
Net cash provided by (used in) financing activities	(3,534)	(434)
Effect of exchange rate change on cash and cash equivalents	428	(215)
Net increase (decrease) in cash and cash equivalents	(2,050)	58
Cash and cash equivalents, beginning of period	19,961	19,078
Cash and cash equivalents, beginning of period		
Cash and cash equivalents, end of period	17,910	19,136

(4) Notes to consolidated financial statements

(Going concern assumptions)

None

(Significant change in shareholders' equity)

None

(Segment information)

For the first quarter of previous fiscal year (Apr. 1, 2013 – June 30, 2013) Information about sales and income (loss) by reportable segments

(Million yen)

	Re	portable segme	nts				Amount on consolidated financial statements (Note 2)
	Automotive systems	Commercial store systems	Total	Others (Note 1)	Total		
Net sales							
(of which to outside customers)	44,890	18,973	63,864	2,157	66,021	-	66,021
(of which inter-segment and transfers)	-	-	-	-	-	-	-
Total	44,890	18,973	63,864	2,157	66,021	-	66,021
Segment income (loss)	247	851	1,098	(778)	320	1	320

Notes: 1. Others includes vehicle sales, residential environmental systems, electronics and other activities.

2. The sum of segment income (loss) matches operating income (loss) in the consolidated income statement.

For the first quarter of current fiscal year (Apr. 1, 2014 – June 30, 2014) Information about sales and income (loss) by reportable segments

(Million yen)

	Re	portable segme	nts		Total Adjustment		Amount on consolidated
	Automotive systems	Commercial store systems	Total	Others (Note 1)		financial statements (Note 2)	
Net sales							
(of which to outside customers)	48,421	25,678	74,100	2,764	76,865	-	76,865
(of which inter-segment and transfers)	-	-	-	-	-	-	_
Total	48,421	25,678	74,100	2,764	76,865	-	76,865
Segment income (loss)	1,245	2,656	3,902	(848)	3,053	-	3,053

Notes: 1. Others includes vehicle sales, residential environmental systems, electronics and other activities.

2. The sum of segment income (loss) matches operating income (loss) in the consolidated income statement.