

[Code: 6728]

FY2011 Business Result

(Year Ending June 20,2012)

Aug.14th ,2012 ULVAC,Inc





Disclaimer regarding forward-looking statements

Forward-looking statements of the company in these presentations are based on information available at the time these documents were prepared. Ulvac's customers in the flat-panel display (FPD), Solar cells, semiconductor, and electronic parts industries face the challenge of the rapid pace of technological advances and fierce competition. Consequently, actual earnings may vary substantially from the projections included in these presentations due to a number of factors that could cause, directly or indirectly, performance to fluctuate. The factors that could cause results to differ materially from the statements herein include the world economy; fluctuations in the exchange rate; market conditions for flat-panel displays, semiconductors, and electric devices; and trends in capital investments.

Data included in the documents are stated as follows:

Figures are rounded off to the nearest unit, and rates are rounded off to the nearest unit after being determined in millions of yen





Agenda

Business restructuring and reform policy: Hidenori Suwa, Chairman

Summary of consolidated business results for FY 2011 (ended June 30, 2012)

:Yoshihumi Sato, Senior Manager

of Accounting and Director and

Executive officer

Issuance of preferred shares : Takao Nakamura, Senior Manager

of Finance and Director and

Executive officer

Consolidated Earnings Forecast for FY 2012 (ending June 30, 2013)

: Hisaharu Obinata, CEO

Future Business Strategy : Hisaharu Obinata, CEO





First Step in Structural Reform Plan

- The first step in the business restructuring, which was executed in the FY 2011, proceeded as scheduled
- ► Personnel reduction: 879 persons above the plan (700 persons in the plan)
- Retirement and impairment of fixed assets

: 12 billion yen in total (11.2 billion yen in the plan)

Conducted a review of businesses, then reduced them

► Fixed cost cutting : 15.9 billion yen (15.5 billion yen in the plan)



Reduced the breakeven point from 200 billion yen level to 160 billion yen level for improving profitability

♦ We have gained the understanding on and financial support to our "Structural Business Reform plan" from our major financial institutions, including the main bank Mizuho Bank, Ltd.(MHBK), in particular, and Sumitomo Mitsui Banking Corporation and Nippon Life Insurance Company.





Reform of the Management System

■ Accelerate execution of business strategy/restructuring through the reform of the management system

- ► Obinata, CEO, who was engaged in business improvement within the group/achieved results, leads operations of management.
- Suwa continues to lead the business restructuring and accomplishes its responsibility
- In addition, we strive to accelerate execution through introduction of the corporate officer system with the aim of achieving early improvement in business results
 - Reduce the number of directors from 18 to 9.





Recapitalization

Focus long-term growth through recapitalization

- We assumed to avoid a recapitalization by shares given the effects of recapitalization on the existing shareholders at the announcement of the structural reform plan.
- ► On the other hand, we judged that it was necessary for future achievement of the long-tem growth strategy to quickly improve weaker financial strength resulting from the business restructuring (impairment in net assets worth 50.8 billion yen) through early enhancement of the financial base (ahead of time)
- We consider that an issuance of preferred shares will contribute to an increase in long-term shareholder value with limited effects on the existing shareholders
 - Raise funds through a structure restraining dilution of shares to the best of our ability
 - Intend to avoid a convergence of the preferred shares into common shares by redeeming the preferred shares in cash.





Improvement in Corporate Structure

- Improve corporate structure over the medium- and long-term through the second step in the business restructuring
- Reform Policy
 - Improvement in profitability (firm execution of 3S + 1D campaign)
 - Improvement in accuracy of forecasts and the system adjustable to changes
 - Self-support of consolidated companies and small headquarters
 - Immediate operating activities with focus on the profit margin
 - Promotion of R&D quickly contributing to business results
 - Upgrading of a level of employees and structures composed of small numbers-exceptional talent
 - Shift from an organization comfortable to work to the company truly worth working





New CEO's biography (Hisaharu Obinata)

Biography



Hisaharu Obinata CEO

1972	Joined ULVAC Japan, Ltd.(currently ULVAC, Inc.) (Handled vapor deposition in electronic devices/semiconductor fields and inspection of sputter equipment)
1975	Resided in the U.S. as a first resident officer (FSE) for three years
1978	Came home and handled the sputter equipment in Semiconductor Equipment Division
1988	General manager of Semiconductor Equipment Division
1990	Board of director
1996	General manager of Semiconductor Equipment Group
1997	Managing director
2000	Resided in Boston as a president of the U.S. corporation (ULVAC Technologies ,Inc) for six years
2006	Came home and assumed the position of president of ULVAC TECHNO, Ltd.
2012	CEO of ULVAC, Inc.





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Business Conditions for Year Ending June 2012

- Business environment
 - ► Hyper appreciation of yen continues.
 - ► Prolonged European debt crisis reduced exports for China, etc., and slowed the growth down.
- Positive factor
 - Smartphone-related business remains solid.
 - In FPD-related-business, medium and small-sized panels remain solid including low-temperature poly-silicon(LTPS) TFT and OLED.
- Negative factors
 - ► Large-sized FPD-related business remains weak.
 - ► Memory (DRAM, NAND)-related business is also weak.
 - ► In PV-related business, investments were made in only high efficiency PV. Thin film Si slowed down.
- Conduct the restructuring for future growth
 - ► Aim at reshaping the corporate structure by executing a major restructuring for the first time since the establishment
 - Including personnel reduction, impairment of fixed assets, and writing down of inventories
 - ► Largely reduced the breakeven point





Result of June 2012 Full Year

Profit was above the expected one due to cost cutting despite lower-than-expected sales

Orders largely fell from the previous fiscal year due to postponing the plan at large FPD-related and memory-related businesses and weakness at PV-related business. Sales largely fell from the previous fiscal year despite the contribution from the OLED and medium and small-sized LCD businesses. We made a profit for the first half mainly due to cost cutting and a reduction in fixed costs while posting a large loss for the second half primarily owing to a large increase in additional costs for equipment for OLED and touch panels and expenses related to the restructuring.

[Unit:Bn.Yen]

(Unit :Bn.Yer	1]		
	June'11	Jun	e'12
	Julie 11	Forecast	Result
Booking	235.9	165.0	152.2
Booking		(-30%)	(-35%)
Back-log	111		65.0
Sales	232.0	213.0	196.8
Jales		(-8%)	(-15%)
Operating	1.9	-7.4	-6.4
Profit		_	
Ratio	0.8%	-3.5%	-3.3%
XOProfit		0.2	0.2
XO Loss		28.0	27.4
Tax etc		15.6	15.6
Minority Interests and loss		0.6	0.7
Net income	-9	-51.6	-50.0

Sales: 16.2 bn. yen below forecast

(Main factors include timing to shift relating to FPD and production cut of customers in materials business)

Operating profit: 1 bn. yen above forecast

(Main factor is a cut in selling and administration expenses)

Extraordinary loss: 0.6 bn. yen below forecast

(Main factor is lower-than-expected "other (including loss on the liquidation of subsidiaries)")

Loss on revaluation/retirement of inventories: 8.5 bn. yen

Fixed asset disposal loss: 6.1 bn. yen

Fixed asset Impairment: 5.9 bn. yen

Special addition of retirement benefits and others: 4.7 bn. yen

Others: 2.1 bn. yen

Reversal of deferred tax assets: 13.5 bn. yen

[Figures are rounded off to the nearest unit, and rates are rounded off to the nearest unit after being determined in millions of yen]





Result of sales by segment

■ Sales missed expectations due to a series of postponed investment plans mainly in FPD resulting from the effect of the European debt crisis as well as production cut s by customers.

[Unit:Bn.Yen]

Difference by segment(Comparison with last FY2010(June 30,2011))

Onit ibilitory										
June '11		June '12								
_			Res	sult						
Segment	Result	Forecast	Sales	Vs.forecast (Change)	Main factors of variance					
Vacuum Equipment Business	190.0	172.5	159.9	-7%						
FPD Production Equipment	93.7	84.6	79.5	-6%	Sales timing mismatching of OLED and LTPS-related businesses and others					
PV Production Equipment	16.3	9.9	6.7	-32%	Investment plan postponed mainly in compound-related business and others					
Semicondoctor & Electric Device Production Equipment	33.5	31.2	29.2	-6%	Investment plans postponed in NAND flash and LED-related businesses					
Component	27.1	23.0	22.2	-4%	nvestment plans postponed in the pumps for LCD and others					
Industrial Equipment	19.6	23.9	22.3	-7%	Investment plans postponed by customers and others					
Vacuum Application Business	42.0	40.5	36.9	-9%						
Materials	20.0	17.5	15.9		Large production cut in LCD					
Others	22.0	23.0	21.0	-9%	nvestment plans postponed at analysis- related business and others					
Total	232.0	213.0	196.8	-8%						

[Remarks: Figures indicated above are rounded off to the nearest unit and may not coincide with the total.]





Progress of the Restructuring

■ The first step (Refocus and Slim) has been completed as scheduled

Extraordinary loss item

[Unit:Bn.Yen]

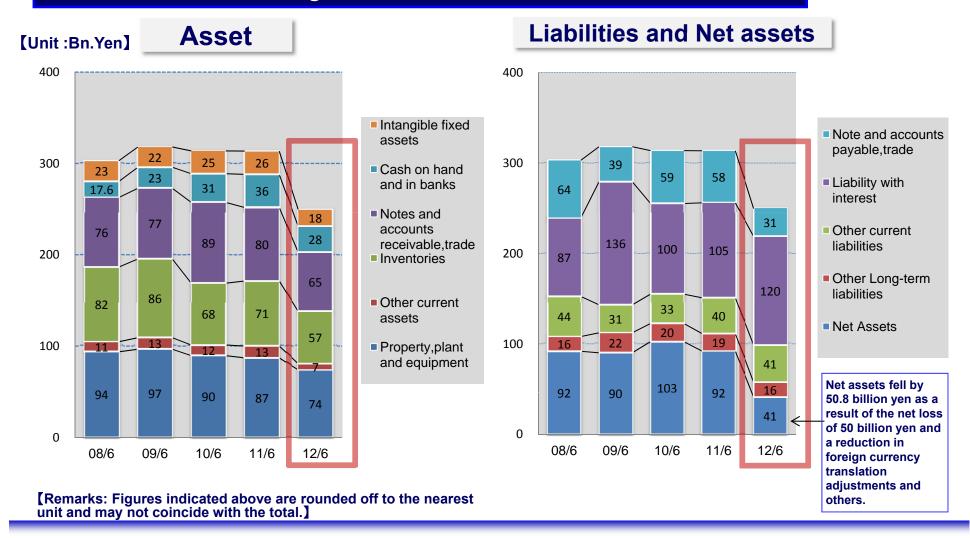
Item to deal with	Foreca st (Apr.26)	3Q	4Q	Total	Status
Reduction in inventories	8.5	8.5	0	8.5	Completed
Retirement of fixed assets	6.2	5.7	0.4	6.1	Completed
Fixed assets Impairment	5.0	4.2	1.7	5.9	Completed
Voluntary retirement (ULVAC,Inc and group companies)	4.9	_	4.7	4.7	Completed
Other	3.4	0.3	1.9	2.1	Completed
Total	28.0	18.7	8.7	27.4	
				A	





Balance sheet

■ Fixed assets and inventories largely declined mainly due to impairment, and net assets were damaged





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Main Points on Issuance of preferred shares

■ We consider that the coming recapitalization will contribute to an increase in long-term shareholder value

Issue preferred shares worth 15 billion yen in total by means of a private placement

Underwriter: Japan Industrial Solutions CO.,Ltd. Investment limited partnership

- Early enhancement of financial base ("ahead of time")
- ► A design restraining the dilution of shares resulting from a convergence of the preferred shares into common shares to the minimum by sufficiently considering existing shareholders
- Intention to avoid a convergence of preferred shares into common shares by redeeming preferred shares in cash in full as far as reasonably possible





Issuance of preferred shares

Purposes

- ► Early enhancement of financial base (ahead of time)
 - Large impairment in net assets resulting from execution of the structural business reform plan
 - => Early achievement of fiscal position (shareholders' equity ratio) after three years through recapitalization
- ► Early gain of required funds
- •Repayment of borrowings in line with payments of retirement benefits for voluntary retirements and others
- •Early gain of long-term funds is effective for accelerating R&D

"Ahead of time"

	End of FY 2011	End of 2013 (after the issuance)	End of FY2014 (after the redemption)
Shareholders' equity ratio	14.8%	20.6%	22.1%
Net debt/equity ratio	2.48 X	0.87 X	0.74 X

End of FY 2014 (initial plan)
22.9%
0.75 X

Note) the above-mentioned estimates are not commitments but just only medium-term estimates.





Issuance of preferred Shares

■ Features

▶Low dividend rate at the beginning

♦ 3.5% (for about initial 3 years), 4% for 4th year and beyond

▶ Preferred shares (redeemable in cash in full or in common shares for some)

- **♦** Having means to restrain dilution of shares resulting from a convergence of the preferred shares into common shares to the minimum
- Intention to avoid a convergence of the preferred shares into common shares by redeeming the shares in cash in full as far as reasonably possible

▶ Redemption in cash => Our (ULVAC)call is given the priority to over JIS's put.

- Our(ULVAC) call: The full amount is redeemed in cash
- **Is a portion of redemption of the premium is convertible into common shares.**

▶ Restraining the dilution

- Impose a cap on JIS's put option
- (5 bn. yen for the third year, 10 bn. yen in total for the fourth year)
- => Dilution occurs not rapidly but in stages if a portion of the premium of the preferred shares is converted into common shares as a result of execution of the put option.

▶Redemption

- The amount paid for the preferred shares (principal) and others is recorded as financial resources available for dividends through the procedure for capital reduction.
 - => With profits built up, redemption source is sufficiently ensured.
 - => There is the limited possibility that the full amount is converted into common shares
- The procedure for capital reduction is not to drain the interest of shareholders but to ensure sufficient financial resources available for dividends.





Image of Cash flow through FY 2014

■ Sufficiently possible to redeem the preferred shares in cash in full by using operating cash flow (49.2 billion yen in total for three years)

	Forecast for FY	2012		Forecast for F	Y2013		Forecast for FY	2014
	Net income	23	,	Net income	80	,	Net income	127
	Depreciation	87		Depreciation	86		Depreciation	84
	Working capital	57		Working capital	△27		Working capital	∆41
	Other	Δ15		Other	18		Other	13
1	Operating cash flow	152		Operating cash flow	157		Operating cash flow	183
			,			•		
	Investment cash flow	66		Investment cash flow	61		Investment cash flow	66

Accumulated operating cash flow for three years: 49.2 bn. yen Accumulated investment cash flow for three years: 19.3 bn. yen

•The plan can sufficiently raise funds for capital investment based on the restructuring plan (accumulated investment cash flow for three years: 19.3 bn. yen) and redeeming preferred shares by using operating cash flow for the next three years (49.2 bn. yen in total for three years)

Note) the above-mentioned estimates are not commitments but just only medium-term estimates.





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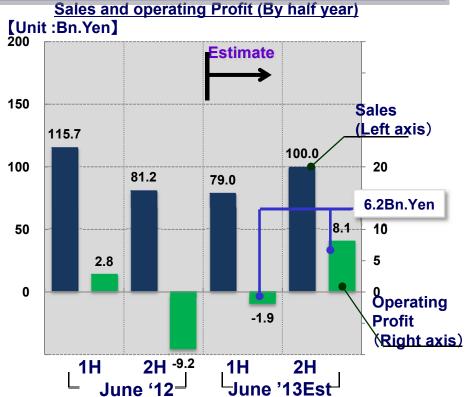
Forecast of June 2013 Full Year

■ Reduce the break-even point (to 160 billion yen level) and estimate operating income of 6.2 billion yen for the full year.

As for orders, investments are expected in mid. and small-sized FPDs in Japan and China. Semiconductors (memory) are expected to recover for the 2nd half. Sales are expected to decline mainly due to the effect of largely declined orders of FPD for the 1st half. As for operating income, we are in the red due to a decline in sales despite a large reduction in the breakeven point for the 1st half while moving into the black for the 2nd half due to an increase in sales.

[Unit:Bn.Yen]

	_						
	June '12	June '	13 Est				
	June 12	June 12 1H					
Pooking	152.2	103.7	196.0				
Booking	(-35%)	(+26%)	(+29%)				
Back-log	65.0	89.7	82.0				
Sales	196.8	79.0	179.0				
Sales	(-15%)	(-32%)	(-9%)				
Operating	-6.4	-1.9	6.2				
profit	_	_	_ `''				
Ratio	-3.3%	-2.5%	3.5%				
Not Income	-50.0	-3.6	2.3				
Net Income	_	_	_				



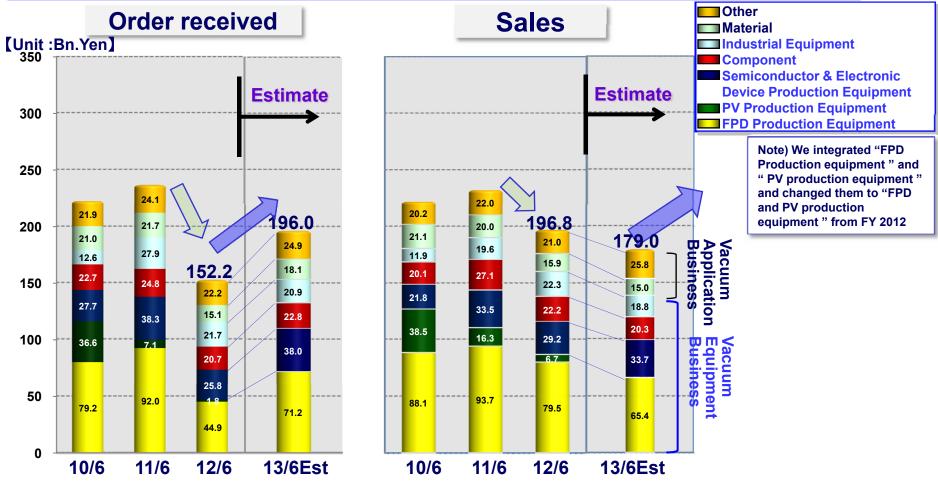
[Figures are rounded off to the nearest unit, and rates are rounded off to the nearest unit after being determined in millions of yen]





Transition of Order received and Sales by segment /Estimate

■ Sales decline for FY 2012 as a result of a large decline in order for FY 2011 though sales increase for FY 2013 due to a steady recovery in order for FY 2012



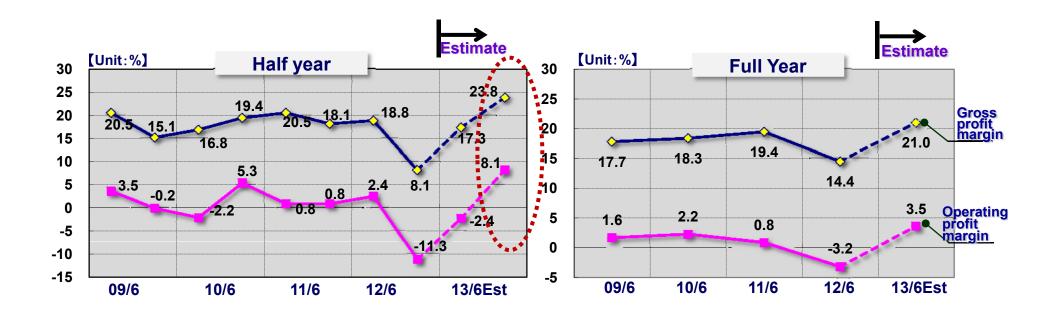
[Remarks: Figures indicated above are rounded off to the nearest unit and may not coincide with the total.]





Outlook for profitability • Estimate

■ We expect to post a loss for the first half while recording the highest sales since listing on a semiannual basis for the second half due to the full effect of sales recovery and the restructuring.



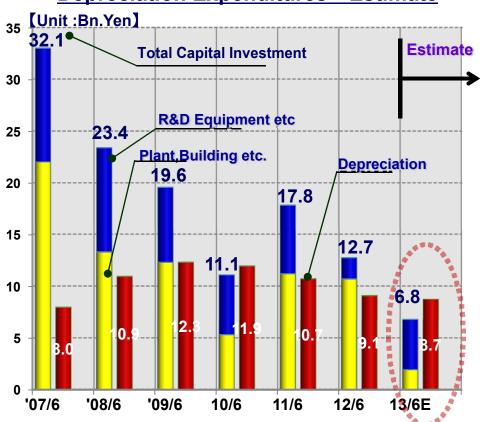
[Figures are rounded off to the first decimal place]



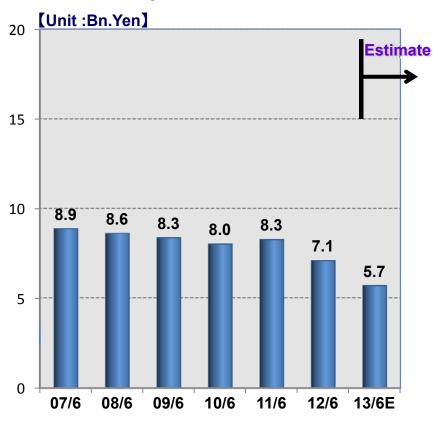
Transition of Capital Investments, Depreciation Expenditures and R & D Expenditures • Estimate

■ We execute appropriate selection and concentration as part of restructuring. Capital investment falls within depreciation as a result of its appropriately restrictions. R&D expense is ensured sufficiently to support future growth.

<u>Transition of Capital Investments,</u> <u>Depreciation Expenditures · Estimate</u>



R & D Expenditures · Estimate



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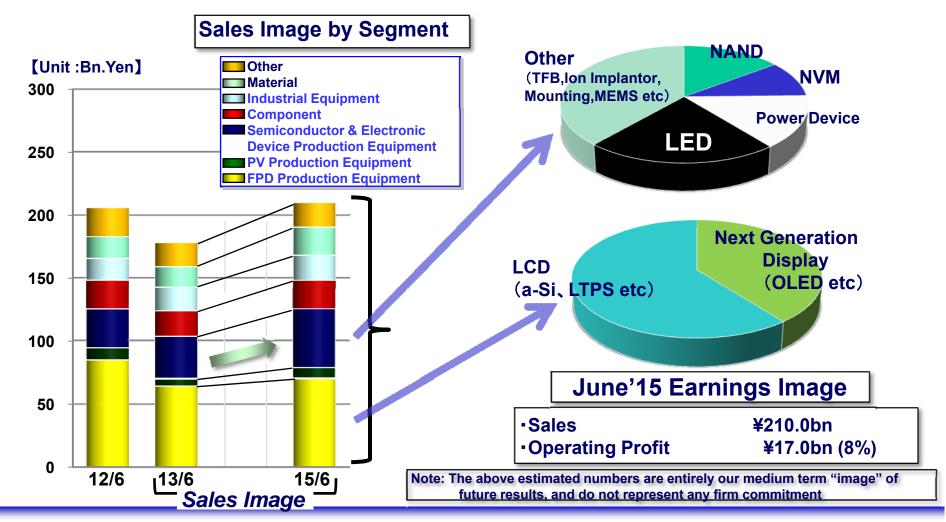
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June 30,2015 Sales and Profit Image

In future, LED, power devices and NVM markets will expand for semiconductor and electronic devices. At FPD, OLED will drive growth.



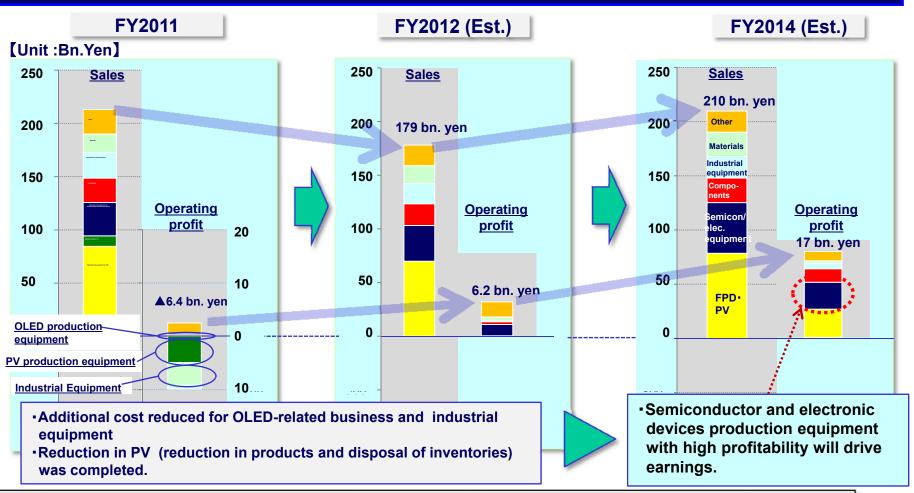


Future Business Strategy



Image of Operating Profit for FY 2012 and beyond

For FY 2012 and beyond, earnings will recover due to a reduction in temporary additional costs incurred for the previous fiscal year and the effect of the restructuring.



Note: The above estimated numbers are entirely our medium term "image" of future results, and do not represent any firm commitment





Innovation begins

in a vacuum

ULVAC





ULVAC Overview (June 30,2012)

Business

Business

Vacuum Application

Others (Surface analytical Equipment, Control system, Coating business etc) Thermoelectric Characteristics X-Ray Photoelectron **Evaluation Instrument** Spectroscopy Material (Sputtering target, Advanced material etc)



For LCD

8% 41% 11% Sales Yen196.8Bn. Employee 6,9/81

15%

11%

11%

Industrial Equipment (Vacuum heat treatment etc)



Dry system



Rare Earth Magnet Production Equipment

Component

(Vacuum pump, Gauge, Power supply etc)



Gas Analyzer



Ellipsometer



Dry pump

FPD production equipment (LCD,OLED,PDP etc production equip.)



Sputtering equipment



OLED production equipment

PV production equipment

(Solar Cells (Thin film ,c-Si, Compound etc) production equipment)



Ion Implanter



Sputtering Equipment

Semiconductor and Electronic Device Production Equipment (Memory ,LED, Elec. device etc production equipment)



Etching equipment



(ITO)

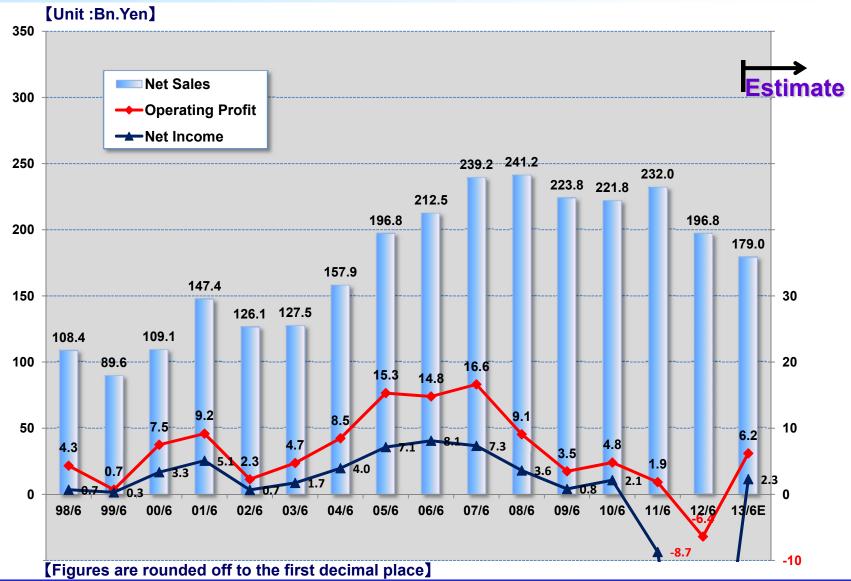


Sputtering equipment Sputtering equipment (Memory)





Transition of Net sales and Profit-Estimate



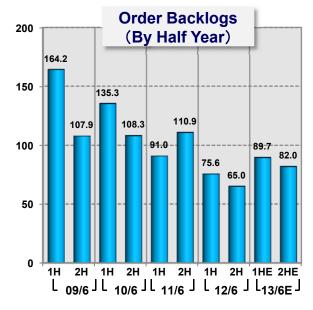
Transition of Order received Net sales · Order Backlogs · Estimate



[Unit:Bn.Yen]













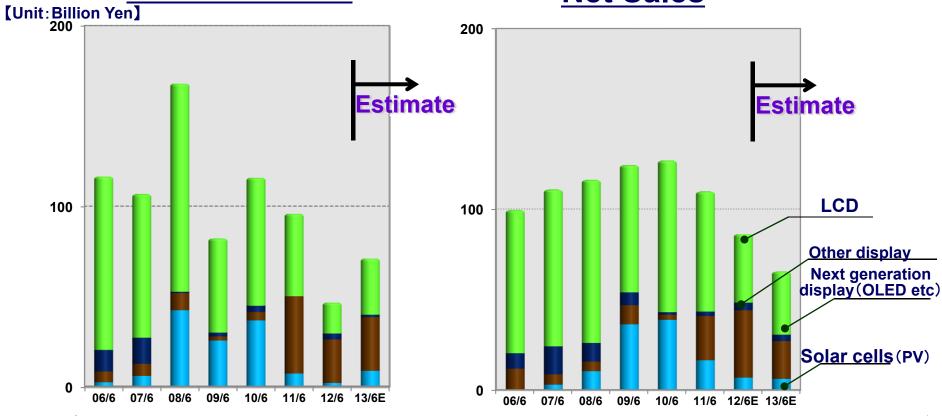




Transition of FPD-PV Production Equipment · Estimate

Order received

Net Sales



Recent circumstance of orders

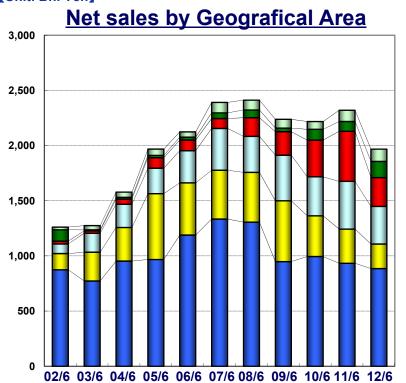
- **♦**Large-sized LCDs generally suffer from weak orders.
- ♦There are inquiries and orders of low temperature poly-silicon (LTPS) for medium and small-sized LCDs and OLEDs in Japan and China in particular.
- **♦**Inquiries increased in organic EL lightings

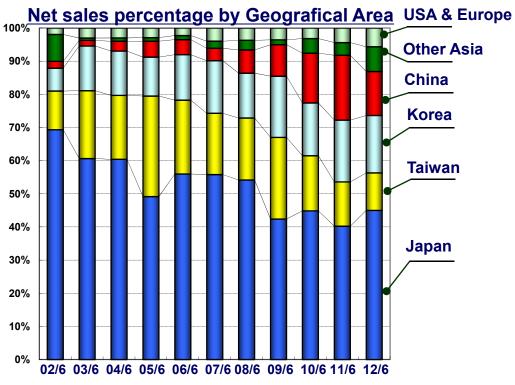




Transition of Net sales by Geographical Area

【Unit: Bn. Yen】





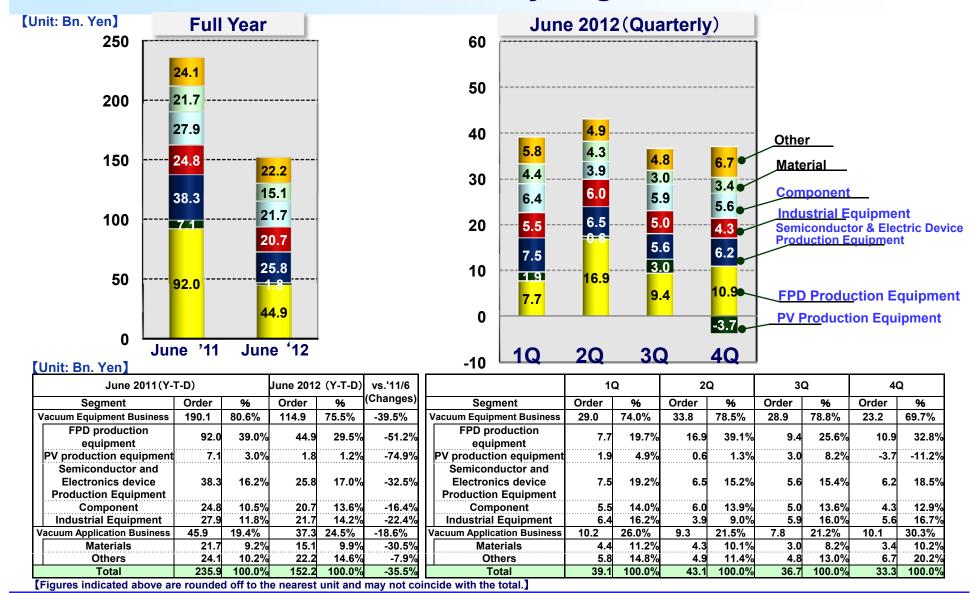
	0	2/6	0:	3/6	04	/6	05/	6	06	/6	07/	6	08/	6	09/	6	10/	6	11/	6		12/6	
	Sales	Ratio	Sales	Ratio	Sales	Ratio	Sales	Ratio	Sales	Ratio	Sales	Ratio	Sales	Ratio	Sales	Ratio	Sales	Ratio	Sales	Ratio	Sales	Ratio	Y-o-Y
JAPAN	87	4 69%	77.	3 61%	95.3	60%	96.8	49%	118.9	56%	133.4	56%	130.7	54%	94.9	42%	99.5	45%	93.3	40%	88.6	45%	-5%
TAIWA	N 14	7 12%	26.	1 20%	30.4	19%	59.7	30%	47.3	22%	44.2	18%	45.1	19%	55.1	25%	36.9	17%	31.0	13%	22.3	11%	-28%
□ KORE	8	7 7%	17.	2 13%	21.1	13%	23.1	12%	29.2	14%	37.9	16%	32.6	14%	41.3	18%	35.4	16%	43.3	19%	34.1	17%	-21%
CHINA	2	6 2%	2.	2 2%	4.7	3%	9.4	5%	9.6	5%	9.0	4%	16.9	7%	21.2	9%	33.3	15%	45.4	20%	26.1	13%	43%
Other Asia	10	2 8%	0 .	9 1%	6 1.6	1%	2.1	1%	2.6	1%	5.1	2%	7.0	3%	3.3	1%	9.8	4%	8.9	4%	14.7	7%	65%
USA ar Europe	nd 2	4 2%	3.	8 3%	6 4.7	3%	5.7	3%	4.8	2%	9.5	4%	8.9	4%	8.0	4%	7.0	3%	10.2	4%	11.1	6%	9%
Total	126	1 100%	127.	5 100%	157.9	100%	196.8	100%	212.5	100%	239.2	100%	241.2	100%	223.8	100%	221.8	100%	232.0	100%	196.8	100%	-15%

[Figures are rounded off to the first decimal place]



ULVAC SOLUTI NS

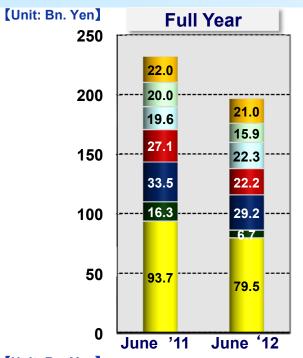
Order received by Segment

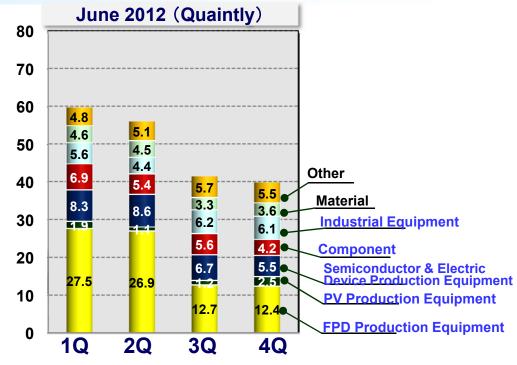




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Net sales by segment





【Unit: Bn. Yen】

June 2011 (Y-T-	June 2012	(Y-T-D)	vs.'11/6		
Segment	Sales	%	Sales	%	(Changes)
Vacuum Equipment Business	190.0	81.9%	159.9	81.2%	-15.9%
FPD production equipment	93.7	40.4%	79.5	40.4%	-15.1%
PV production equipment	16.3	7.0%	6.7	3.4%	-58.8%
Semiconductor and Electronics device Production Equipment	33.5	14.4%	29.2	14.9%	-12.7%
Component	27.1	11.7%	22.2	11.3%	-18.1%
Industrial Equipment	19.6	8.4%	22.3	11.3%	13.8%
Vacuum Application Business	42.0	18.1%	36.9	18.8%	-12.1%
Materials	20.0	8.6%	15.9	8.1%	-20.7%
Others	22.0	9.5%	21.0	10.7%	-4.3%
Total	232.0	100.0%	196.8	100.0%	-15.2%

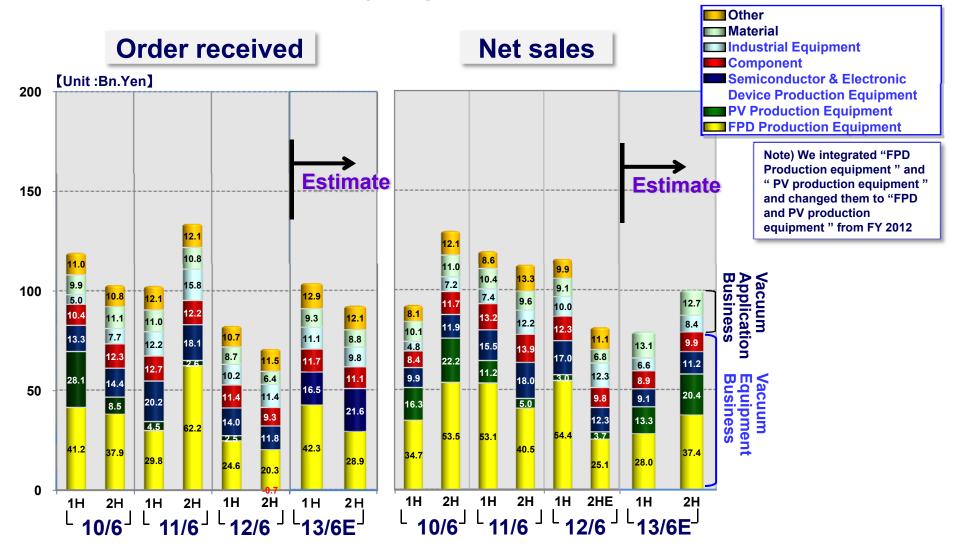
	10	Q	20	2	30	2	4Q		
Segment	Sales	%	Sales	%	Sales	%	Sales	%	
Vacuum Equipment Business	50.3	84.3%	46.4	82.9%	32.4	78.4%	30.8	77.3%	
FPD production equipment	27.5	46.1%	26.9	48.1%	12.7	30.7%	12.4	31.2%	
PV production equipment	1.9	3.2%	1.1	2.0%	1.2	2.9%	2.5	6.3%	
Semiconductor and Electronics device Production Equipment	8.3	14.0%	8.6	15.4%	6.7	16.3%	5.5	13.9%	
Component	6.9	11.6%	5.4	9.7%	5.6	13.6%	4.2	10.6%	
Industrial Equipment	5.6	9.4%	4.4	7.8%	6.2	14.9%	6.1	15.4%	
Vacuum Application Business	9.4	15.7%	9.6	17.1%	8.9	21.6%	9.0	22.7%	
Materials	4.6	7.6%	4.5	8.0%	3.3	7.9%	3.6	8.9%	
Others	4.8	8.1%	5.1	9.1%	5.7	13.7%	5.5	13.7%	
Total	59.7	100.0%	56.0	100.0%	41.4	100.0%	39.8	100.0%	

[Figures indicated above are rounded off to the nearest unit and may not coincide with the total.]





Transition of Order received and Net Sales by Segment • Estimate (Half Year)



[Figures indicated above are rounded off to the nearest unit and may not coincide with the total.]







