

NOTICE OF THE 77TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

DATE

WEDNESDAY, JUNE 25, 2025 AT 10:00 A.M. (RECEPTION WILL OPEN AT 9:00 A.M.)

PLACE

**THE HALL ON THE 10TH FLOOR OF THE HEAD OFFICE OF WACOAL HOLDINGS CORP.,
LOCATED AT 29, NAKAJIMA-CHO, KISSHOIN, MINAMI-KU, KYOTO, JAPAN**

MATTERS FOR RESOLUTION

PROPOSAL NO. 1: TO ELECT EIGHT (8) DIRECTORS

PROPOSAL NO. 2: TO ELECT TWO (2) AUDIT & SUPERVISORY BOARD MEMBERS

<p>If any changes to the operation of the general meeting of shareholders arise, we will notify you of the changes on the Company's website as below. https://www.wacoalholdings.jp/en/ir/general_meeting/</p>

(This is an English translation of the original notice in the Japanese language dispatched to shareholders in Japan, and may be used solely for reference purposes. In cases where any differences occur between the English translation and the original Japanese version the Japanese version shall prevail. This translation is subject to change without notice. Wacoal Holdings Corp., its subsidiaries, and/or its affiliates shall individually or jointly accept no responsibility or liability for damage or loss caused by any error, inaccuracy, misunderstanding, or changes with regard to this translation.)

**WACOAL HOLDINGS CORP.
(SECURITIES CODE: 3591)**

KYOTO, JAPAN

June 5, 2025

TO OUR SHAREHOLDERS

WACOAL HOLDINGS CORP.
29, Nakajima-cho, Kisshoin, Minami-ku, Kyoto, JAPAN

Masaaki Yajima
Representative Director, President and CEO (Group CEO)

NOTICE OF THE 77TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

This is to inform you that the 77th ordinary general meeting of shareholders of Wacoal Holdings Corp. (the “Company” or “we”) will be held as described below.

You are cordially invited to attend the meeting.

In convening this Ordinary General Meeting of Shareholders, we have taken measures to electronically provide the information contained in the materials for the 77th Ordinary General Meeting of Shareholders (“Electronically Provided Materials”), so please access either of the websites below and review the contents therein.

Company’s website: https://www.wacoalholdings.jp/en/ir/general_meeting/

Tokyo Stock Exchange (“TSE”) website (Listed Company Search): <https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>

Please access TSE’s website above (Listed Company Search), and enter and search for “Wacoal Holdings” under “Issue name (company name),” or our code number “3591” (in single-byte) under “Code,” select “Basic Information,” and then “Documents for public inspection/PR information,” and the Electronically Provided Materials can be found in “Notice of General Shareholders Meeting/Information Materials for a General Shareholders Meeting” under “Filed information available for public inspection.”

INSTEAD OF ATTENDING THE MEETING, YOU CAN VOTE BY MAILING THE VOTING CARD OR ONLINE. WE WOULD LIKE TO REQUEST THAT YOU CAREFULLY EXAMINE THE REFERENCE MATERIALS AND CAST YOUR BALLOT BY MAIL OR ONLINE SHOWING YOUR CONSENT OR DISSENT SO THAT WE RECEIVE IT NO LATER THAN JUNE 24, 2025 (TUESDAY) at 5:30 p.m.

Particulars

1. Date: Wednesday, June 25, 2025 at 10:00 a.m. (Reception will open at 9:00 a.m.)
2. Place: The hall on the 10th floor of the Head Office of Wacoal Holdings Corp., located at 29, Nakajima-cho, Kisshoin, Minami-ku, Kyoto, JAPAN (on the west side of Nishi-Oji Station on the JR line)
3. Agenda for the Meeting:
Matters for Reporting:
 1. Presentation of the Business Report, Consolidated Financial Statements, and Audit Reports of the Independent Auditor and the Audit & Supervisory Board for the Consolidated Financial Statements for the 77th fiscal year from April 1, 2024 through March 31, 2025
 2. Presentation of the Non-Consolidated Financial Statements for the 77th fiscal year from April 1, 2024 through March 31, 2025Matters for Resolution:
 - Proposal No. 1: To Elect Eight (8) Directors
 - Proposal No. 2: To Elect Two (2) Audit & Supervisory Board Members
 - Among the Electronically Provided Materials, the following matters are not included in the Materials to be delivered to shareholders who have requested physical delivery of the Materials, pursuant to the provisions of the applicable laws and regulations and the Company’s Articles of Incorporation. Audit & Supervisory Board Members and the Independent Auditor have audited the documents subject to audit, including the following matters:
 - (i) The following matters in the Business Report:
“Main Offices and Factories” and “Employees” under STATUS OF GROUP BUSINESS, STOCK INFORMATION, MATTERS CONCERNING STOCK ACQUISITION RIGHTS, “Summary of Limitation of Liability Agreement” and “Outline of Directors’ and Officers’ Liabilities Insurance” under OFFICERS, MATTERS CONCERNING ACCOUNTING AUDITOR, and “System to Ensure Appropriate Business Conduct and Operation of such System” under SYSTEM AND POLICIES OF COMPANY
 - (ii) The following matters in Consolidated Financial Statements:
“Consolidated Statement of Changes in Equity” and “Notes to the Consolidated Financial Statements”
 - (iii) Non-Consolidated Financial Statements
 - (iv) Auditor’s Report
 - Any amendments to the Electronically Provided Materials will be posted and announced on the Company’s website as well as TSE’s website with matters before and after the amendments.

We will not send shareholders a separate notice concerning the items of resolutions at this General Meeting of Shareholders. Such results will be posted and announced on the Company’s website after the General Meeting of Shareholders.

REFERENCE MATERIALS

Proposal and Reference Matters

Proposal No. 1: To Elect Eight (8) Directors

The terms of office of eight (8) Directors, Mr. Masaaki Yajima, Mr. Akira Miyagi, Mr. Keisuke Kawanishi, Mr. Tsunehiko Iwai, Ms. Chizuru Yamauchi, Ms. Hisae Sato, Mr. Koji Nitto and Mr. Tetsuro Harada will expire at the conclusion of this Meeting. It is therefore proposed that eight (8) Directors be elected.

The candidates for Director are nominated based on the list submitted by the Nomination of Directors Advisory Committee, which is chaired by our Independent External Director, pursuant to the “Criteria for Election and Removal of Officers” as described in this Notice. Also, the candidates for the External Director (Independent) meet the “Criteria for Election of External Officers (to ensure independence)” as described in this Notice.

The candidates for Director are as follows:

Candidate No.		Name		Present position held at the Company	Meeting Attendance
1	Re-election	Masaaki Yajima		Representative Director, President and CEO (Group CEO); Chair of Sustainability Committee; Chair of Committee for Group Strategy; Member of Nomination of Directors Advisory Committee	17/17 (100%)
2	Re-election	Akira Miyagi		Representative Director, Vice President, Executive Officer and CFO; Member of Nomination of Directors Advisory Committee; Member of Remuneration of Directors Advisory Committee; Chair of Corporate Ethics and Risk Management Committee; Vice-chair of Sustainability Committee; Vice-chair of Committee for Group Strategy	17/17 (100%)
3	Re-election	Keisuke Kawanishi		Director and Corporate Officer; Vice-chair of Sustainability Committee; Member of Corporate Ethics and Risk Management Committee; Member of Committee for Group Strategy	13/13 (100%) (after elected as Director of the Company)
4	Re-election	Tsunehiko Iwai	Independent Officer External Director	External Director (Independent); Chair of Nomination of Directors Advisory Committee; Chair of Remuneration of Directors Advisory Committee; Vice-chair of Committee for Group Strategy	17/17 (100%)
5	Re-election	Chizuru Yamauchi	Independent Officer External Director	External Director (Independent); Member of Nomination of Directors Advisory Committee; Member of Remuneration of Directors Advisory Committee; Member of Committee for Group Strategy	17/17 (100%)
6	Re-election	Hisae Sato	Independent Officer External Director	External Director (Independent); Member of Nomination of Directors Advisory Committee; Member of Remuneration of Directors Advisory Committee; Member of Committee for Group Strategy	17/17 (100%)
7	Re-election	Koji Nitto	Independent Officer External Director	External Director (Independent); Member of Nomination of Directors Advisory Committee; Member of Remuneration of Directors Advisory Committee; Member of Committee for Group Strategy	17/17 (100%)
8	Re-election	Tetsuro Harada	Independent Officer External Director	External Director (Independent); Member of Nomination of Directors Advisory Committee; Member of Remuneration of Directors Advisory Committee; Member of Committee for Group Strategy	13/13 (100%) (after elected as Director of the Company)

Candidate No.			<u>Company Shares Owned by the Candidate</u>	20,400 shares	
1	Masaaki Yajima	September 30, 1960 (64 years old, Male)	<u>Tenure of Office</u>	3 years (at the conclusion of this Meeting)	
			<u>Board of Directors Meeting Attendance during the Current Fiscal Year</u>	17/17 (100%)	
Re-election					
<u>Career summary, position and areas of responsibility</u>			<u>Reasons for nomination as Director</u>		
March 1984	Joined the Company		<p>Mr. Masaaki Yajima has extensive experience and expertise in the technology & production, sales and global divisions of Wacoal Corp., our core operating entity, and also has been serving as the Representative Director, President and CEO (Group CEO) of the Company since June 2023. We believe that he is qualified to serve as a Director of the Company, and therefore request that Mr. Masaaki Yajima continue to be elected as a Director.</p>		
June 2004	Director and President of Wacoal International Hong Kong Co., Ltd.				
April 2007	Head of Sales Group, International Headquarters of Wacoal Corp.				
September 2008	Director and Deputy General Manager of Wacoal China Co., Ltd.				
April 2009	Director and General Manager of Wacoal China Co., Ltd.				
April 2011	Corporate Officer of Wacoal Corp.				
April 2015	Corporate Officer and Head of Technology and Manufacturing Div., Wacoal Corp.				
April 2016	Director, Corporate Officer and Head of Technology and Manufacturing Div., Wacoal Corp.				
April 2018	Director, Executive Corporate Officer and Head of Wholesale Div., Wacoal Corp.				
April 2021	Director, Executive Corporate Officer and Head of Global Operations Div., Wacoal Corp.				
April 2022	Director and Executive Corporate Officer, Wacoal Corp.				
April 2022	Head of Global Operations Div.				
June 2022	Director, Executive Corporate Officer and Head of Global Operations Div.				
April 2023	Director, Executive Corporate Officer				
May 2023	Director, Executive Corporate Officer and Head of Global Operations Div.				
June 2023	Representative Director, President and CEO (Group CEO), and Head of Global Operations Div.				
April 2024	Representative Director, President and CEO (Group CEO) (present position)				
<u>Status of significant concurrent positions</u>					
None.					
<u>Conflicts of interest with the Company</u>					
There is no conflict of interest between Mr. Yajima and the Company.					

Candidate No.

2

Akira Miyagi

October 18, 1960
(64 years old, Male)

Re-election

Company Shares Owned by the Candidate
18,700 shares

Tenure of Office
7 years (at the conclusion of this Meeting)

Board of Directors Meeting Attendance
during the Current Fiscal Year
17/17 (100%)



Career summary, position and areas of responsibility

March 1984	Joined the Company
October 2007	Manager of Business Management and Administration of Wacoal Brand Operation Div. of Wacoal Corp.
April 2011	Director and Deputy General Manager of Wacoal China Co., Ltd.
April 2014	General Manager of Corporate Planning Dept.
April 2017	Corporate Officer of Wacoal Corp.
June 2018	Director, Head of Corporate Planning Dept.
June 2019	Executive Director, Head of Corporate Planning Dept.
April 2020	Director and Executive Corporate Officer in charge of Group Finance
June 2021	Director, Executive Corporate Officer and CFO
June 2022	Director, Vice President, Executive Officer and CFO
December 2022	Representative Director, Vice President, Executive Officer and CFO (present position)

Reasons for nomination as Director

Mr. Akira Miyagi has extensive experience and expertise in the administrative divisions (particularly in the administration division and corporate planning division) of the Company and Wacoal Corp., our core operating entity, and also has been serving as a Director of the Company since June 2018, in charge of corporate planning and finance. We believe that he is qualified to serve as a Director of the Company, and therefore request that Mr. Akira Miyagi continue to be elected as a Director.

Status of significant concurrent positions

None.

Conflicts of interest with the Company

There is no conflict of interest between Mr. Miyagi and the Company.

Candidate No.

3

Keisuke Kawanishi

October 7, 1971
(53 years old, Male)

Re-election

Company Shares Owned by the Candidate

11,300 shares

Tenure of Office

1 year (at the conclusion of this Meeting)

Board of Directors Meeting Attendance
during the Current Fiscal Year

13/13 (100%)
(after elected as Director of the Company)



Career summary, position and areas of responsibility

April 1994	Joined the Company
May 2015	Director and Vice Chairman of WACOAL AMERICA, INC. Director and President of WACOAL INTERNATIONAL CORP.
April 2020	Corporate Officer of Wacoal Corp.
May 2020	Director and Chairman of WACOAL AMERICA, INC. Director and President of WACOAL INTERNATIONAL CORP.
April 2022	Director, Corporate Officer, Head of Marketing Div. of Wacoal Corp.
April 2023	Representative Director, President and CEO of Wacoal Corp.
June 2024	Director and Corporate Officer in charge of Japan Domestic Operations (present position)
October 2024	Representative Director, President and CEO, and Head of Product Development and Merchandising Div. of Wacoal Corp.
April 2025	Representative Director, President and CEO of Wacoal Corp. (present position)

Reasons for nomination as Director


Mr. Keisuke Kawanishi has extensive experience and expertise in the sales and global divisions of Wacoal Corp., our core operating entity, as well as in our U.S. entity. He also has been serving as the Representative Director, President and CEO of Wacoal Corp. since April 2023 and driving structural reforms through the formulation and execution of the revised medium-term management plan of Wacoal Corp. We believe that he is qualified to serve as a Director of the Company, and therefore request that Mr. Keisuke Kawanishi continue to be elected as a Director.

Status of significant concurrent positions

Representative Director, President and CEO of Wacoal Corp.

Conflicts of interest with the Company

There is no conflict of interest between Mr. Kawanishi and the Company.

Candidate No.		Company Shares Owned by the Candidate		
4		300 shares		
Tsunehiko Iwai		Tenure of Office		
May 28, 1953 (72 years old, Male)		7 years (at the conclusion of this Meeting)		
Re-election	Independent Officer	External Director	Board of Directors Meeting Attendance during the Current Fiscal Year	17/17 (100%)

Career summary, position and areas of responsibility	Reasons for nomination as External Director (Independent) and overview of expected roles																
<table border="1"> <tr> <td>April 1979</td> <td>Joined Shiseido Co., Ltd.</td> </tr> <tr> <td>April 2002</td> <td>General Manager of Product Commercialization, Planning Department, Shiseido Co., Ltd.</td> </tr> <tr> <td>April 2008</td> <td>Corporate Officer, General Manager of Technical Department, Shiseido Co., Ltd.</td> </tr> <tr> <td>June 2014</td> <td>Director, Corporate Executive Officer in charge of Research & Development, Production and Technical Affairs, Shiseido Co., Ltd.</td> </tr> <tr> <td>January 2016</td> <td>Representative Director, Executive Vice President, Chief Technology & Innovation Officer, Shiseido Co., Ltd.</td> </tr> <tr> <td>March 2018</td> <td>Senior Advisor, Shiseido Co., Ltd.</td> </tr> <tr> <td>June 2018</td> <td>External Director (Independent) (present position)</td> </tr> <tr> <td>April 2022</td> <td>External Director, Cross Plus Inc. (present position)</td> </tr> </table>	April 1979	Joined Shiseido Co., Ltd.	April 2002	General Manager of Product Commercialization, Planning Department, Shiseido Co., Ltd.	April 2008	Corporate Officer, General Manager of Technical Department, Shiseido Co., Ltd.	June 2014	Director, Corporate Executive Officer in charge of Research & Development, Production and Technical Affairs, Shiseido Co., Ltd.	January 2016	Representative Director, Executive Vice President, Chief Technology & Innovation Officer, Shiseido Co., Ltd.	March 2018	Senior Advisor, Shiseido Co., Ltd.	June 2018	External Director (Independent) (present position)	April 2022	External Director, Cross Plus Inc. (present position)	<p>Mr. Tsunehiko Iwai served as the Representative Director of a cosmetics manufacturer and distributor which operated globally. Mr. Tsunehiko Iwai's extensive knowledge and insight as a company manager, as well as his expertise on research & development, production and technology enable him to contribute to the management of the Company. He also provides valuable opinions and advice based on his knowledge on compliance and sustainable management and knowledge acquired at a company which "pursues beauty" like our Company. He also serves as the Chair of both the Nomination of Directors Advisory Committee and the Remuneration of Directors Advisory Committee of the Company. We expect that he will provide advice that will contribute to enhance our corporate value and strengthen oversight over the Company. We therefore request that Mr. Tsunehiko Iwai continue to be elected as an External Director (Independent).</p>
April 1979	Joined Shiseido Co., Ltd.																
April 2002	General Manager of Product Commercialization, Planning Department, Shiseido Co., Ltd.																
April 2008	Corporate Officer, General Manager of Technical Department, Shiseido Co., Ltd.																
June 2014	Director, Corporate Executive Officer in charge of Research & Development, Production and Technical Affairs, Shiseido Co., Ltd.																
January 2016	Representative Director, Executive Vice President, Chief Technology & Innovation Officer, Shiseido Co., Ltd.																
March 2018	Senior Advisor, Shiseido Co., Ltd.																
June 2018	External Director (Independent) (present position)																
April 2022	External Director, Cross Plus Inc. (present position)																

Status of significant concurrent positions
 External Director of Cross Plus Inc.

Conflicts of interest with the Company
 There is no conflict of interest between Mr. Iwai and the Company.

Candidate No.			Company Shares Owned by the Candidate	
5	Chizuru Yamauchi		800 shares	
Re-election	February 25, 1957 (68 years old, Female)	Independent Officer	Tenure of Office	
			2 years (at the conclusion of this Meeting)	
			Board of Directors Meeting Attendance during the Current Fiscal Year	
			17/17 (100%)	
Career summary, position and areas of responsibility				Reasons for nomination as External Director (Independent) and overview of expected roles Ms. Chizuru Yamauchi has extensive knowledge and experience as an executive, as well as expertise in diversity and inclusion, which enables her to contribute to the management of the Company. We expect that she will continue to provide advice on human resources and organization strategies, such as women's empowerment, human resource development and organizational development, as well as advice that will contribute to enhancing corporate value, and supervise the management of the Company. We therefore request that Ms. Chizuru Yamauchi continue to be elected as an External Director (Independent).
April 1975	Joined Nippon Life Insurance Company			
March 2009	Head of Kagayaki Promotion Office, Nippon Life Insurance Company			
March 2014	General Manager, Service Planning Dept., Nippon Life Insurance Company			
March 2015	Executive Officer, General Manager, CSR Promotion Dept., Nippon Life Insurance Company			
March 2019	Managing Executive Officer, General manager of Health & Productivity Management Promotion Division, Nippon Life Insurance Company			
July 2019	Director and Managing Executive Officer, General manager of Health & Productivity Management Promotion Division, Olympic & Paralympic Games Promotion Dept., Public Affairs Dept., CSR Promotion Dept., Health Management Dept., Nippon Life Insurance Company			
May 2021	Chair, Diversity and Inclusion Sub Committee, Labor Policy Committee, Kansai Economic Federation			
March 2022	Director, Nippon Life Insurance Company			
July 2022	Advisor, Nippon Life Insurance Company (present position)			
June 2023	External Director (Independent) (present position)			
Status of significant concurrent positions				
Advisor of Nippon Life Insurance Company				
Conflicts of interest with the Company				
There is no conflict of interest between Ms. Yamauchi and the Company.				
Ms. Yamauchi is the Advisor of Nippon Life Insurance Company, which is one of our shareholders, however, the shareholding ratio is 3.05% on a voting right basis. Ms. Yamauchi retired from the Director of Nippon Life Insurance in July 2022.				

Candidate No.

6

Hisae Sato

October 16, 1961
(63 years old, Female)

Re-election

Independent
Officer

External
Director

Company Shares Owned by the Candidate

100 shares

Tenure of Office

2 years (at the conclusion of this Meeting)

Board of Directors Meeting Attendance
during the Current Fiscal Year

17/17 (100%)



Career summary, position and areas of responsibility

April 1985	Joined the Hokkaido Takushoku Bank, Limited
September 1997	Joined Watson Wyatt K.K. (current Towers Watson Investment Services K.K.)
February 2004	Joined AIG Global Investment Corp., Japan (current PineBridge Investments Japan Co., Ltd.) as Deputy General Manager of Institutional Business Development Division
September 2005	Joined Nissan Motor Co., Ltd. as Shukan, Chief Investment Officer, Treasury Department
April 2008	Member of the Investment Committee, the Government Pension Investment Fund of Japan
June 2016	Councilor, International Christian University (present position)
June 2017	Trustee, International Christian University
April 2018	Member of Fund Management Committee of Local Public Service Mutual Aid Association (present position) Member of Fund Management Committee of Pension Fund Association for Local Government Officials (present position) Member of the JST* Investment Advisory Committee (present position)
October 2021	*JST: Japan Science and Technology Agency
April 2022	Member of Pension Actuarial Subcommittee of the Social Security Council, Ministry of Health, Labor and Welfare (present position)
June 2023	External Director (Independent) (present position)
July 2023	Member of Fund Management Subcommittee of the Social Security Council, Ministry of Health, Labor and Welfare (present position)
March 2025	Member of the Sub-Committee on Accelerating Initiative to Promote Japan as a Leading Asset Management Center, Council of New Form of Capitalism Realization, Cabinet Secretariat (present position)

Reasons for nomination as External Director (Independent) and overview of expected roles

Ms. Hisae Sato has experience as an asset management consultant at a foreign-affiliated organization/personnel/asset management consulting firm, and as a chief investment officer overseeing pension assets on a global level for a global automobile manufacturing and sales company, which enables her to contribute to the management of the Company. Ms. Hisae Sato also has a wealth of knowledge and insight, particularly in the areas of investment and financial capital markets, having served as a member of various investment-related committees for public pension funds and government agencies in Japan, and has provided valuable opinions and suggestions relating to those matters. We expect that she will continue to utilize her experience and expertise to improve the Company's corporate value, and contribute to strengthening the supervisory function of the Board of Directors. We therefore request that Ms. Hisae Sato continue to be elected as an External Director (Independent). Although Ms. Hisae Sato has never been involved in corporate management other than serving as an external officer, we believe that she will be able to appropriately fulfill her role as an External Director (Independent) for the above reasons and her experience of being involved in management of an incorporated educational institution as a trustee and a councilor.

Status of significant concurrent positions

Councilor, International Christian University; Member of Fund Management Committee of Local Public Service Mutual Aid Association; Member of Fund Management Committee of Pension Fund Association for Local Government Officials; Member of the JST Investment Advisory Committee; Member of Pension Actuarial Subcommittee of the Social Security Council, Ministry of Health, Labor and Welfare; Member of Fund Management Subcommittee of the Social Security Council, Ministry of Health, Labor and Welfare; and Member of the Sub-Committee on Accelerating Initiative to Promote Japan as a Leading Asset Management Center, Council of New Form of Capitalism Realization, Cabinet Secretariat

Conflicts of interest with the Company

There is no conflict of interest between Ms. Sato and the Company.

Candidate No.

7

Koji Nitto

February 1, 1961
(64 years old, Male)

Re-election

Independent
Officer

External
Director

Company Shares Owned by the Candidate

1,700 shares

Tenure of Office

2 years (at the conclusion of this Meeting)

Board of Directors Meeting Attendance
during the Current Fiscal Year

17/17 (100%)



Career summary, position and areas of responsibility

April 1983	Joined OMRON Corporation
June 2011	Executive Officer, Senior General Manager, Global Resource Management HQ, OMRON Corporation
April 2013	Managing Executive Officer, Senior General Manager, Global SCM and IT Innovation HQ, OMRON Corporation
April 2014	Senior Managing Executive Officer, Global Strategy HQ, OMRON Corporation
June 2014	Director, Senior Managing Executive Officer, Global Strategy HQ, OMRON Corporation
April 2017	Director, Senior Managing Executive Officer, Chief Financial Officer (CFO), Global Strategy HQ, OMRON Corporation
April 2023	Director, OMRON Corporation
June 2023	External Director (Independent) (present position)
June 2024	External Director, GS Yuasa Corporation (present position) External Director, Audit and Supervisory Committee Member, T&D Holdings, Inc. (present position)

Reasons for nomination as External Director (Independent) and overview of expected roles

Mr. Koji Nitto has extensive experience as a manager who can incorporate finance into management strategies, serving as a CFO and Senior Management Executive Officer of the Global Strategy Division of an electronic equipment manufacturing and sales company that operates control equipment and healthcare businesses globally, which enables him to contribute to the management of the Company. In particular, we believe his knowledge and insight based on his experience leading return on invested capital (ROIC) management at the above electronic equipment manufacturing and sales company with multiple business portfolios will contribute to improving our profitability and capital efficiency. We expect that he will continue to utilize his experience and expertise to improve the Company's corporate value and contribute to strengthening the supervisory function of the Board of Directors. We therefore request that Mr. Koji Nitto continue to be elected as an External Director (Independent).

Status of significant concurrent positions

Director of CiRA Foundation
External Director, GS Yuasa Corporation
External Director, Audit and Supervisory Committee Member, T&D Holdings, Inc.

Conflicts of interest with the Company

There is no conflict of interest between Mr. Nitto and the Company.

Candidate No.

8

Tetsuro Harada

September 22, 1965
(59 years old, Male)

Re-election

Independent
Officer

External
Director

Company Shares Owned by the Candidate

0 share

Tenure of Office

1 year (at the conclusion of this Meeting)

Board of Directors Meeting Attendance
during the Current Fiscal Year

13/13 (100%)
(after elected as Director of the Company)



Career summary, position and areas of responsibility

April 1981	Joined Japan Maritime Self-Defense Force
April 1990	Joined Nippon Life Insurance Company
May 1996	Completed master's degree University of California, Berkeley (MBA)
October 2000	Joined Dream Incubator Inc.
January 2003	Project Manager, Dream Incubator Inc.
June 2006	Executive Officer, Dream Incubator Inc. (in charge of Corporate Division)
June 2018	Director, Dream Incubator Inc. (in charge of Corporate Division and ipet Insurance Co., Ltd.)
June 2020	Representative Director, President and CEO, Dream Incubator Inc.
June 2023	Director, Chairman of the Board, Dream Incubator Inc. (present position)
June 2024	Director, Chairman of the Board, Audit and Supervisory Committee Member, Dream Incubator Inc. (present position) External Director, Mandom Corp. (present position) External Director (Independent) (present position)

Reasons for nomination as External Director (Independent) and overview of expected roles

Mr. Tetsuro Harada has extensive experience as a consultant in providing strategic consulting, management development, and venture investment development for major corporations in various industries, and various knowledge based on such experience. We believe his knowledge and various insight he has derived through implementing structural reforms in a short period of time as a top-level management executive will contribute valuably to the formulation and execution of our management strategy. We expect that he will continue to utilize his experience and expertise to improve our corporate value and contribute to strengthening the supervisory function of the Board of Directors. We therefore request that Mr. Tetsuro Harada continue to be elected as an External Director (Independent).

Status of significant concurrent positions

Director, Chairman of the Board, Audit and Supervisory Committee Member, Dream Incubator Inc.
External Director, Mandom Corp.

Conflicts of interest with the Company

There is no conflict of interest between Mr. Harada and the Company.

Our group has engaged Dream Incubator Inc. for consulting services; however, the amount of transactions between our group and the company during the current fiscal year was less than 0.05% of our consolidated sales and less than 1.3% of the company's consolidated sales. Furthermore, since June 2023, Mr. Harada has not been in a position to execute business at the company.

(Notes)

1. Mr. Tsunehiko Iwai, Ms. Chizuru Yamauchi, Ms. Hisae Sato, Mr. Koji Nitto and Mr. Tetsuro Harada have been notified to the Tokyo Stock Exchange as our independent officers, pursuant to the rules of the Tokyo Stock Exchange. If their reelection is approved according to the original proposal by this Meeting, we plan to continue to designate them as our independent officers.
2. Pursuant to the provisions of Paragraph 1, Article 427 of the Companies Act and Article 28 of Articles of Incorporation of the Company, the Company has executed an agreement with each of Mr. Tsunehiko Iwai, Ms. Chizuru Yamauchi, Ms. Hisae Sato, Mr. Koji Nitto and Mr. Tetsuro Harada to limit their liabilities for damages as stipulated in Paragraph 1, Article 423 of the Companies Act. The maximum amount of liability under such agreement is the minimum liability amount as provided by law. If their reelection is approved at this Meeting, we plan to continue the limitation of liability agreement with them.
3. The Company maintains directors' and officers' liabilities insurance as stipulated in the provisions of Paragraph 1, Article 430-3 of the Companies Act with an insurance company for the benefit of our Directors and Audit & Supervisory Board Members and is planning to renew the insurance policy. The purpose of the insurance policy is to cover the insured persons for losses arising from legal fees and litigation expenses as a result of claims for damages due to the Company's indemnification obligations, shareholder derivative actions or proceedings brought by third parties. If the election of the candidates as Directors is approved, these candidates will be included in the insurance policy as insured persons. The damages less than the deductible under the insurance policy will not be covered. In addition, coverage under the insurance policy is excluded for certain conduct such as an officer's conduct for illegal personal gain, criminal act or violation of law. Insurance premiums will be borne by the Company (and none by the insured person) including under special clauses.

Proposal No. 2: To Elect Two (2) Audit & Supervisory Board Members

The term of office of two (2) Audit & Supervisory Board Members, Mr. Katsuhiro Okamoto and Mitsuhiro Hamamoto, will expire at the conclusion of this Meeting. It is therefore proposed that two (2) Audit & Supervisory Board Members be elected.

The submission of this proposal has been approved by the Audit & Supervisory Board.

The candidates for Audit & Supervisory Board Member are nominated pursuant to the “Criteria for Election and Removal of Officers” as described in this Notice. Also, the candidate for External Audit & Supervisory Board Member (Independent) meets the “Criteria for Election of External Officers (to ensure independence)” as described in this Notice.

The candidates for Audit & Supervisory Board Members are as follows:

Candidate No.		Name		Present position held at the Company	Meeting Attendance	
					Board of Director's Meeting	Audit & Supervisory Board Meeting
1	Re-election	Katsuhiro Okamoto		Audit & Supervisory Board Member	17/17 (100%)	18/18 (100%)
2	New election	Harunobu Shiho	Independent Officer External Audit & Supervisory Board Member	—	—	—

Candidate No.		Company Shares Owned by the Candidate		
1	Katsuhiro Okamoto		700 shares	
	October 20, 1963 (61 years old, Male)	Tenure of Office	4 years (at the conclusion of this Meeting)	
		Board of Directors Meeting Attendance during the Current Fiscal Year	17/17 (100%)	
Re-election		Audit & Supervisory Board Meeting Attendance during the Current Fiscal Year	18/18 (100%)	
Career summary and position	<p>March 1986 Joined the Company</p> <p>April 2010 Materials Control Manager of Technology/Production Division of Wacoal Corp.</p> <p>May 2012 Representative Director and President of Hokuriku Wacoal Sewing Corp.</p> <p>April 2014 Representative Director and President of Kyusyu Wacoal Manufacturing Corp.</p> <p>April 2016 General Manager of Innerwear Merchandising Supervisory Division, Wacoal-Brand Operations of Wacoal Corp.</p> <p>April 2018 Corporate Officer, General Manager of Wacoal-Brand Innerwear Products Supervisory Division, Wholesale Division of Wacoal Corp.</p> <p>June 2021 Audit & Supervisory Board Member of Wacoal Corp. (present position) Audit & Supervisory Committee Member (present position)</p>			<p>Reasons for nomination as Audit & Supervisory Board Member</p> <p>Mr. Katsuhiro Okamoto has been engaging in auditing the legality of the business execution of Directors of the Company and the legality and appropriateness of accounting in cooperation with the Accounting Auditor as Audit & Supervisory Board Member for four years, by utilizing his knowledge in company management, global awareness, technology/production, and quality control. We expect that he will continue to utilize his knowledge in the Company's audit system. We therefore request that Mr. Katsuhiro Okamoto continue to be elected as an Audit & Supervisory Board Member.</p>
Status of significant concurrent positions	Audit & Supervisory Board Member of Wacoal Corp.			
Conflicts of interest with the Company	There is no conflict of interest between Mr. Okamoto and the Company.			

2

Harunobu Shiho

October 17, 1976
(48 years old, Male)

Company Shares Owned by the Candidate

0 share



New Election

Independent
Officer

External
Audit & Supervisory
Board Member

Career summary and position

October 2003	Registered as an attorney Joined Nagashima Ohno & Tsunematsu
December 2005	Joined Miyake Imai Ikeda Law Office
December 2006	Auditor of Euglena Co., Ltd.
January 2011	Partner at Miyake Imai Ikeda Law Office (present position)
April 2016	Deputy Secretary-General of the Bankruptcy Law Division of the Tokyo Bar Association
April 2018	Trustee of All Japan Bankruptcy Attorneys' Network
January 2020	Committee member of the "Transaction Law Study Group" of the Japan Institute of Business Law
April 2020	Secretary of the Bankruptcy Law Review Committee of the Japan Federation of Bar Associations Deputy Secretary-General of the Bankruptcy Law Division of the Tokyo Bar Association
November 2020	Member of the Financial Services Agency's "Study Group on the Ideal State of Loans and Reconstruction Practices to Support Business Viability"
November 2022	Committee member of the Financial Services Agency's Financial System Council "Working Group on the Framework for Supporting Lending Practices Focused on Business Viability"
April 2023	Secretary of the Japanese Association for Business Recovery (present position)
April 2024	Secretary General of the Bankruptcy Law Division of the Tokyo Bar Association

Status of significant concurrent positions

Partner at Miyake Imai Ikeda Law Office;
Secretary of the Japanese Association for Business Recovery

Conflicts of interest with the Company

There is no conflict of interest between Mr. Shiho and the Company.

Our group has been provided legal advisory services by another attorney at law at Miyake Imai Ikeda Law Office, where Mr. Shiho serves as a partner. The amount of annual compensation for such services (average amount for the last three fiscal years) is less than 2.5 million yen.

Reasons for nomination as Audit & Supervisory Board Member (Independent)

Mr. Harunobu Shiho is a legal expert with ample experience and a proven track record as an attorney. In addition, he has a deep insight into corporate governance, risk management, compliance, etc., and experience as an external director at other companies. We expect that he will utilize his knowledge in the Company's audit system. We therefore request that Mr. Harunobu Shiho be elected as an Audit & Supervisory Board Member.

Although Mr. Harunobu Shiho has never been involved in corporate management other than serving as an external officer, we believe that he will be able to appropriately fulfill her role as an External Director (Independent) for the above reasons. Mr. Harunobu Shiho is a new candidate for an Audit & Supervisory Board Member.

(Note)

1. If the election of Mr. Harunobu Shiho is approved according to the original proposal by this Meeting, we plan to notify him to the Tokyo Stock Exchange as our independent officer, pursuant to the rules of the Tokyo Stock Exchange.
2. If the election of Mr. Harunobu Shiho is approved according to the original proposal by this Meeting, we plan to execute an agreement with him to limit their liabilities for damages as stipulated in Paragraph 1, Article 423 of the Companies Act pursuant to the provisions of Paragraph 1, Article 427 of the Companies Act and Article 36 of Articles of Incorporation of the Company. The maximum amount of liability under such agreement is the minimum liability amount as provided by law.
3. The Company maintains directors' and officers' liabilities insurance as stipulated in the provisions of Paragraph 1, Article 430-3 of the Companies Act with an insurance company for the benefit of our Directors and Audit & Supervisory Board Members and is planning to renew the insurance policy. The purpose of the insurance policy is to cover the insured persons for losses arising from legal fees and litigation expenses as a result of claims for damages due to the Company's indemnification obligations, shareholder derivative actions or proceedings brought by third parties. If the election of the candidates as Audit & Supervisory Board Member is approved, such candidates will be included in the insurance policy as insured person. The damages less than the deductible under the insurance policy will not be covered. In addition, coverage under the insurance policy is excluded for certain conduct such as an officer's conduct for illegal personal gain, criminal act or violation of law. Insurance premiums will be borne by the Company (and none by the insured persons) including under special clauses.

REFERENCE

Election of Candidates for Directors and Audit & Supervisory Board Members

<Criteria for Election and Removal of Officers>

With regard to matters concerning the election and removal of directors and audit & supervisory board members, when discussing them with a general meeting of shareholders as an agenda item after passing a resolution on them at a board of directors meeting, Wacoal Holdings Corp. (hereinafter referred to as the "Company") will decide on them in accordance with the following criteria.

- Criteria for Elections of Directors

1. They must have a suitable character for being a director of the Company. For example, they must be suitable in terms of taking the initiative in embodying the Company philosophy and code of conduct, and in terms of maintaining the dignity required of a director.
2. They must possess physical and mental health and toughness required to fulfill the heavy responsibilities of a director.
3. They must possess sufficient experience and expertise to contribute to sustainable growth and the enhancement of corporate value over the medium to long term.
4. They must possess at least one of the skills that have been set in the skills matrix.
5. When they are reelected, they must be deemed to have contributed to enhancing corporate value and business performance during their term of office.
6. They must not fall under any of the grounds for disqualification from being a director that are stipulated in each of the items in Article 331, Paragraph 1 of the Companies Act.
7. Internal directors must have at least one year of experience as an executive officer or higher at the Company or a major operating company.
8. Independent external directors must be concurrently serving as officers at no more than three listed companies other than the Company.
9. At least half of the directors must be external directors, and external directors must not violate the "Criteria for the Independence of External Officers" stipulated separately by the Company.
10. As a result of elections based on the criteria in 1 to 9, the composition of the directors must be balanced in terms of knowledge, experience, professional capability, gender, generation, internationality, etc., and diversity in decision-making and governance must be ensured.

- Criteria for Elections of Audit & Supervisory Board Members

1. They must have a suitable character for being an audit & supervisory board member of the Company. For example, they must be suitable in terms of taking the initiative in embodying the Company philosophy and code of conduct, and in terms of maintaining the dignity required of an audit & supervisory board member.
2. They must possess physical and mental health and toughness required to fulfill the heavy responsibilities of an audit & supervisory board member.
3. With their independence from all managerial and executive aspects ensured, they must be capable of monitoring management in a manner that is based on extensive experience, adopt a company-wide perspective, and take a fair, neutral, and objective standpoint.
4. They must not fall under any of the grounds for disqualification from being an audit & supervisory board member that are stipulated in each of the items in Article 331, Paragraph 1 of the Companies Act that apply mutatis mutandis in Article 335, Paragraph 1 of the same Act.
5. For one of the full-time audit & supervisory board members, the Company must strive to elect someone who possesses sufficient knowledge of finance and accounting.
6. External audit & supervisory board members must not violate the "Criteria for the Independence of External Officers" stipulated separately by the Company.
7. As a result of elections based on the criteria in 1 to 6, the composition of the audit & supervisory board members must be balanced in terms of knowledge, experience, and professional capability.

- Criteria for Removal of Directors and Audit & Supervisory Board Members

1. If a matter has clearly arisen by which they fail to meet all or some of the above criteria for elections.
2. If a significant fact has arisen revealing conduct on their part that constitutes fraud, legal violation, or violation of the articles of incorporation or other internal rules.
3. If a director or audit & supervisory board member has infringed either of the criteria in 1 or 2 above, then the Company will first obtain a resolution by the officer nomination advisory committee in the case of a director or the consent of the audit & supervisory board in the case of an audit & supervisory board member, and then pass a resolution through a board of directors meeting to present to a general meeting of shareholders a motion to dismiss the director or the audit & supervisory board member in question.

<Criteria for Election of External Officers (to ensure independence)>

The Company believes that External Directors (Independent) and External Audit & Supervisory Board Members (Independent) (collectively, the "External Officers") should have sufficient independence to avoid conflicts of interest with general shareholders of the Company. From this perspective, the Company elects candidates for External Officers who do not fall under any of the following categories:

1. Has held a position to execute business(*) at the Company and any of its consolidated subsidiaries (collectively, "Wacoal Group") in the past;
*A person holding a position to execute business shall mean an executive director, executive officer and other employee who is in an equivalent position.
2. Is a major shareholder who holds 5% or more of the Company's shares in terms of voting rights either in its own name or another person's name. In case such major shareholder is a corporation, association, or other such entity ("Entity"), a person holding a position to execute business at such Entity;
3. A candidate who:
 - (1) is a major client(*1) of Wacoal Group or who considers Wacoal Group as a major client of the candidate (in case such candidate is an Entity, a candidate who holds a position to execute business at such Entity);
 - (2) is a major lender(*2) of Wacoal Group (in case such lender is an Entity, a candidate who holds a position to execute business at such Entity);
 - (3) holds a position to execute business as a lead manager with respect to the Company's capital markets matters;
 - (4) holds a position to execute business at any Entity in which Wacoal Group holds shares with a percentage of voting rights equal to or higher than 5%;

*1 A major client shall mean a supplier or purchaser of Wacoal Group whose average amount of transactions in the last 3 years exceeded 2% of the consolidated net sales of Wacoal Group or those of the supplier or purchaser.

*2 A major lender shall mean a financial institution or an individual who provides loans to Wacoal Group and whose average amount of outstanding loans in the last 3 years exceeded 2% of the consolidated total assets of the Company or those of such lender.

4. A certified public accountant who works at an audit firm that is the Accounting Auditor of Wacoal Group;
5. Any legal counsel, accountant, tax accountant, patent attorney, consultant or other expert who receives a large amount(*) of money or other property from Wacoal Group (in case such candidate is an Entity, an expert who works at such Entity);

*A large amount shall mean that the average annual amount of compensation payable for the duties performed by the expert in the last 3 years exceeded 10,000,000 yen, whether such expert as an individual or the organization to which such expert belongs provides services to Wacoal Group.

6. Anyone who receives a large amount(*) of donations from Wacoal Group (in case such candidate is an Entity, a candidate who holds a position to execute business at such Entity);

*A large amount shall mean that the average annual amount of donation in the last 3 years exceeded 10,000,000 yen;

7. A person who executes business at another company which has an external officer from the Company;
8. A spouse or second-degree relative of a person who materially falls under any of the items under 1 through 7 above (but limited to a significant person(*));

*A significant person shall mean (i) a member or other person who is in an equivalent position in case of a certified public accountant who belongs to an audit firm or an accounting firm, a partner or other person who is in an equivalent position in case of a lawyer who belongs to a law firm, and a person who is in an equivalent position in case of another expert who belongs to an Entity, and (ii) an executive director, executive officer, corporate officer, an employee who is in a position of senior management (i.e., a general manager or higher level) in case of a person who executes business at an Entity, and an executive holding a title such as trustee, councilor and auditor, as well as any other person who is objectively and reasonably deemed to have equal significance as any of the above;

9. A candidate who used to fall under any of the items under 2 through 8 above during the past three years; and
10. A candidate who is deemed to be subject to special circumstances under which a possible conflict of interest with general shareholders of the Company may arise.

It should be noted, however, that a candidate who falls under any of the items under 2 through 9 above, but who fulfills the requirements of an external officer under the Companies Act, may under exceptional circumstances become a candidate for an External Officer if the Company deems it appropriate for such candidate to be appointed as an External Officer and if the Company describes its reasons for making such judgement.

Skills Matrix for Elected Directors and Audit & Supervisory Board Members (assuming Proposal No. 1 and No. 2 are approved)

Wacoal Group is a global enterprise with its focus on innerwear business. As a holding company, we have established sound and transparent governance/internal controls to govern the entire group. We are a company with an Audit & Supervisory Board, and our Board of Directors makes important business decisions and supervises our Directors' execution of their duties. In order for our Board of Directors to properly fulfill its role, we believe it is important for the Board of Directors to be equipped with the necessary skills based on the business and the governance structure of Wacoal Group.

Directors Candidate No.	Name	<div> <div>Male</div> <div>Female</div> </div>	Independence (for external officer only)	Knowledge and Experience expected by the Company ^(*)									
				Company Management (Experience and Insight)	Legal/ Compliance	Investment/ Financial/ Capital Market	Finance/ Accounting	Sustainability Diversity & Inclusion	Human Resource/ Organizational Development	Global Awareness	Digital Transformation	Marketing	Technology/ Production Quality Control
1	Masaaki Yajima	Male		●						●		●	●
2	Akira Miyagi	Male		●	●		●		●	●			
3	Keisuke Kawanishi	Male		●					●	●		●	
4	Tsunehiko Iwai	Male	●	●	●			●				●	●
5	Chizuru Yamauchi	Female	●	●				●					
6	Hisae Sato	Female	●			●	●	●					
7	Koji Nitto	Male	●	●		●	●			●			
8	Tetsuro Harada	Male	●	●		●	●		●				

*The above list does not cover the entire knowledge and experience of the candidates.

(Audit & Supervisory Board Members) Candidate No.	Name	<div> <div>Male</div> <div>Female</div> </div>	Independence (for external officer only)	Knowledge and Experience expected by the Company ^(*)									
				Company Management (Experience and Insight)	Legal/ Compliance	Investment/ Financial/ Capital Market	Finance/ Accounting	Sustainability Diversity & Inclusion	Human Resource/ Organizational Development	Global Awareness	Digital Transformation	Marketing	Technology/ Production Quality Control
-	Shimichi Kitagawa	Male		●			●		●		●		
1	Katsuhiro Okamoto	Male		●						●			●
-	Hitoshi Suzuki	Male	●	●		●				●			
-	Motoko Tanaka	Female	●				●	●					
2	Harunobu Shiho	Male	●	●	●			●					

*The above list does not cover the entire knowledge and experience of the candidates.

*The above list includes the current Audit & Supervisory Board Members who are not candidates.

Policy on Cross-Shareholdings

In order to enhance our medium to long-term corporate value, we may hold cross-shareholdings in other listed companies including our business and financial partners with which we deem to establish, maintain and enhance transactional relationships, promote cooperation for business expansion and contribute to stable financial operations. We examine and analyze whether the purpose of a cross-shareholding is appropriate from a medium to long-term perspective and whether the benefits and risks of the cross-shareholding are appropriate in terms of capital cost, and periodically report the results to the Board of Directors. Based on the reported results, the Board of Directors assesses whether such cross-shareholding contributes to the enhancement of our medium to long-term corporate value and decides whether to maintain or dispose of the cross-shareholding. If any of our cross-shareholdings loses its value based on the purpose therefor, we dispose of and reduce such cross-shareholding as appropriate after taking in consideration the circumstances of the issuer. The Board of Directors assesses the significance of the cross-shareholdings by each stock.

During the term of the revised medium-term management plan (from April 2024 to March 2026), we decided to reduce our overall cross-shareholdings by approximately 30 billion yen (at market value as of the end of March 2023) to below 10% of consolidated net assets in order to improve capital efficiency, and during the fiscal year ended March 31, 2025, we disposed of and reduced 5 stocks amounting to approximately 5.7 billion yen (at market value as of the end of March 2023). As a result, the total amount of disposals and reductions for the fiscal years ended March 31, 2024 and March 31, 2025 was approximately 20.5 billion yen (at market value as of the end of March 2023).

Status of Cross Shareholdings (Wacoal Corp.’s cross shareholdings shown here as Wacoal Corp. has the largest balance sheet amount of investment stocks (recorded amount of investment stocks)

Category	Fiscal year ended March 31				
	2021	2022	2023	2024	2025
Number of stocks	75	65	60	50	45
Total balance sheet amount (Millions of yen)	50,114	46,000	43,944	47,541	35,588
Ratio to consolidated net assets	22.9%	20.3%	20.6%	22.1%	18.3%

(Notes) We implement the U.S. Accounting Standards for the fiscal years ended March 31, 2021 through March 31, 2022, and the International Financial Reporting Standards for the fiscal year ended March 31, 2023 and thereafter.

When exercising voting rights of shares in our cross-shareholdings, we determine whether or not to vote in favor of proposal items after closely examining and analyzing comprehensively whether the relevant proposal items would contribute to the enhancement of the issuer’s and our corporate value, while fully respecting each issuer’s management policy.

Corporate Governance System

● Basic views of Corporate Governance

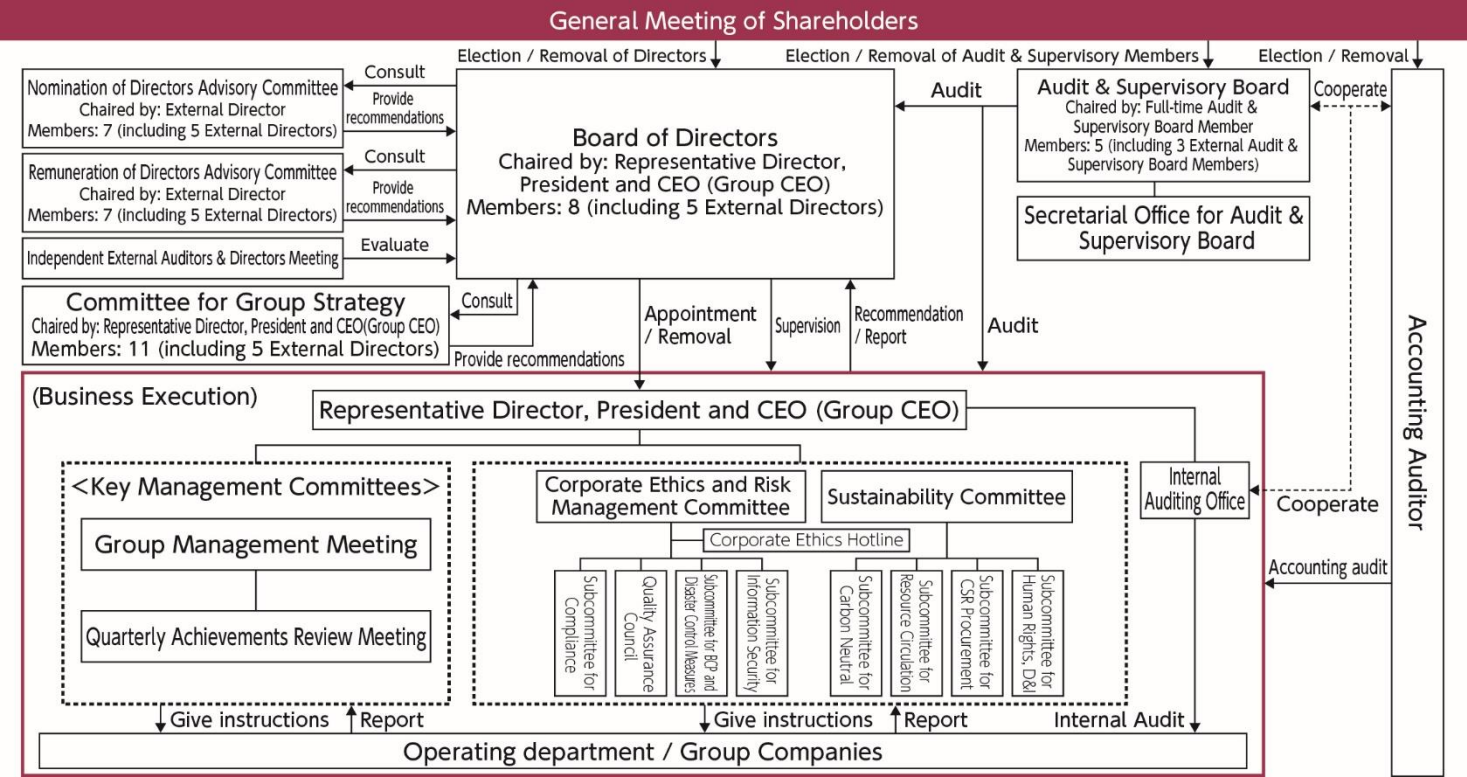
The basic policy and purpose of our group’s corporate governance is to continuously enhance our corporate value by increasing transparency and ensuring the fairness and independence of our corporate management in order to establish “mutual trust” in relationship with all stakeholders, including our shareholders, customers, employees, clients and the local community.

Please access our website below for our Corporate Governance Guidelines, including our basic policy.
<https://www.wacoalholdings.jp/en/group/governance/>

● Corporate Governance System

We, as a holding company, have adopted the company with Audit & Supervisory Board system in accordance with the Companies Act for the purpose of ensuring the corporate governance of group companies, and have both the Board of Directors and the Audit & Supervisory Board monitor and audit the management and operation of the Company.

A diagram outlining of the Company’s Corporate Governance System as of March 31, 2025 is as follows.



● **Overview of the Board of Directors, the Audit & Supervisory Board, and the committees established on a voluntary basis**

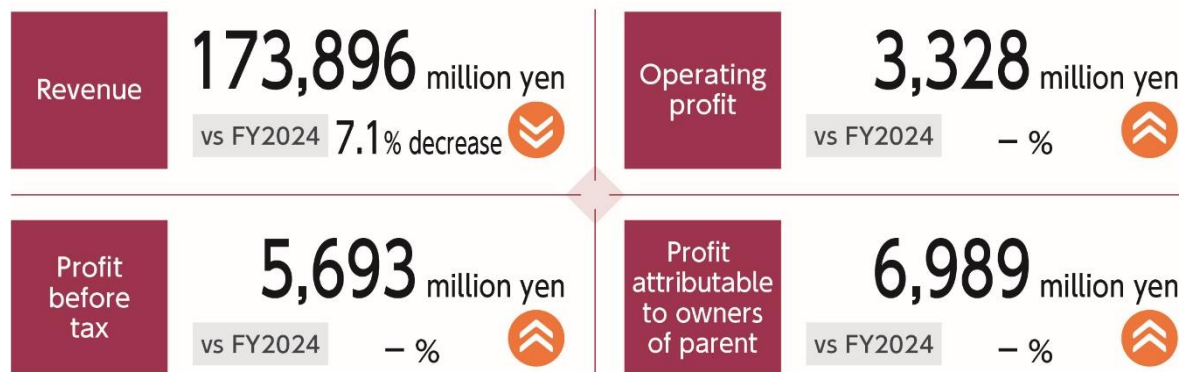
	Outline	Number of Meeting(s) held during fiscal year ended March 2025
Board of Directors	<ul style="list-style-type: none"> ● Our Board of Directors is entrusted by shareholders and makes the best decisions based on fair judgment. In addition, our Board of Directors exercises its supervisory function for the execution of its business and aims to maximize corporate value. ● Our Board of Directors conducts a review of The WACOAL Way, our values, our medium- to long-term management strategy and social issues, as well as decision-making regarding material matters as stipulated in applicable laws and regulations or in our Articles of Incorporation. The Company will formulate basic policies on sustainability issues, and monitor the allocation of management resources and the implementation of business portfolio strategies to contribute to sustainable growth. 	17
Nomination of Directors Advisory Committee	<ul style="list-style-type: none"> ● This Committee discusses and provides recommendations to our Board of Directors on matters related to evaluation, election, dismissal, and promotion of Directors, and on matters regarding establishment and revisions of rules and bylaws of Directors. ● Attendance and approval of all committee members is required to pass resolutions. 	8
Remuneration of Directors Advisory Committee	<ul style="list-style-type: none"> ● This Committee discusses and provides recommendations to our Board of Directors on matters regarding performance review and remuneration of Directors, and matters regarding remuneration system of Directors. ● Attendance and approval of all committee members is required to pass resolutions. 	4
Independent External Auditors & Directors Meeting	<ul style="list-style-type: none"> ● The meeting attendees, mainly composed of our Independent Officers (External Directors (Independent) and External Audit & Supervisory Board Members (Independent)), exchange and share opinions regarding our Board of Directors. The meeting attendees analyze and evaluate the effectiveness of our Board of Directors, identify issues, compile improvement measures, and provide recommendations to our Board of Directors. 	1
Committee for Group Strategy	<ul style="list-style-type: none"> ● The Committee, attended by all independent officers, receives consultations from the Board of Directors on important matters, such as the Wacoal Group's philosophy, management policies, medium- to long-term business strategies regarded as core to the Group, as well as the allocation of management resources, and other major management issues. After thorough discussion from a multifaceted perspective, the Committee provides recommendations on such matters to the Board of Directors. ● They will monitor progresses against the recommendations, and supervise to ensure that timely and appropriate adjustment be made. 	16
Audit & Supervisory Board	<ul style="list-style-type: none"> ● The Audit & Supervisory Board members entrusted by shareholders deliberate or resolve important matters relating to the audit and establishes a high-quality corporate governance system that responds to social trust. ● The Audit & Supervisory Board develops a system to ensure the effectiveness of audits by each Audit & Supervisory Board Members. 	18

BUSINESS REPORT
FOR THE PERIOD FROM APRIL 1, 2024 THROUGH MARCH 31, 2025

1. STATUS OF GROUP BUSINESS

(1) Business Developments and Results

(a) Summary of Operations



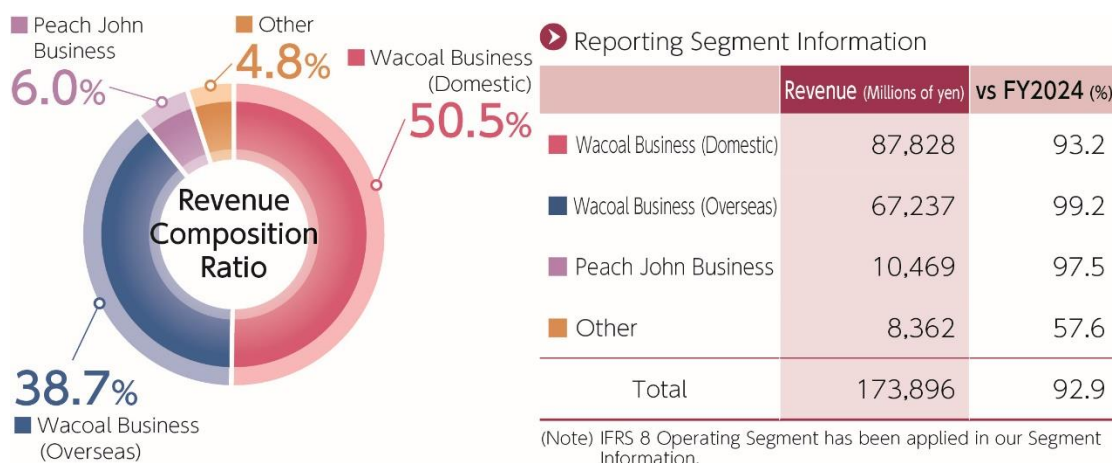
Business environment surrounding our group during the current fiscal year (from April 1, 2024 to March 31, 2025) were challenging, with continued sluggish sales of our core women's innerwear products in major countries. Domestically, in addition to the closure of underperforming stores, the impact of the closure of certain stores at mass retailers and a decline in the number of customers visiting retail stores resulted in a weak performance. In the United States, uncertainty over asset prices grew stronger, and sluggish sales continued, mainly from our stores in department stores, our main sales channel. In the United Kingdom, consumer sentiment remained soft due to renewed inflationary pressures, and sales were sluggish, mainly at specialty stores, our main sales channel. In China, where the economy continues to stagnate, consumers remain cautious in their spending, and it will take time for sales to recover.

Under such circumstances, our group has been promoting the initiatives to “implement business model reforms to improve profitability”, “carry out growth strategies to achieve ‘VISION 2030’”, “introduce return on invested capital (ROIC) management”, and “promote asset reduction” to achieve goals formulated under the revised medium-term management plan which will end in the fiscal year ending March 31, 2026. During the current fiscal year, as part of our business model reform, we advanced the development of a new supply chain that enables us to flexibly provide products in response to changes in demand. We have also consolidated and reorganized our domestic production bases (*1), transferred shares of a subsidiary (*2) and concluded a share transfer agreement to transfer shares of another subsidiary (*3). In addition, as part of our growth strategy, we have introduced a brand manager system and reorganized our domestic brand portfolio, rebranded “Wacoal” brand, our focused investment target brand, and strengthened sales promotions of “CW-X” products by featuring famous athletes. In overseas, with the aim of expanding our sales channels in Europe, we acquired the U.K.-based Bravissimo Group Limited (the “Bravissimo Group”) (*4). We completed the preparation to introduce ROIC management to improve capital efficiency and enhance business management functions during the current fiscal year and plan to commence its full-scale implementation starting from the fiscal year ending March 31, 2026. In addition, we sold the Asakusabashi Building and the site of the former Fukuoka Office (*5), and took steps to reduce our policy-held shareholdings.

As a result of the above, consolidated revenue for the current fiscal year was 173,896 million yen (a decrease of 7.1% as compared to such revenue for the previous fiscal year) and the consolidated business loss was 3,397 million yen (as compared to a consolidated business profit of 3,510 million yen for the previous fiscal year). We recorded 3,328 million yen of consolidated operating profit (as compared to 9,503 million yen of consolidated operating loss for the previous fiscal year) as a result of the gain from sale of property, plant and equipment related to the sale of Asakusabashi Building and the site of the former Fukuoka Office etc. (9,439 million yen). While consolidated profit before taxes was 5,693 million yen (as compared to 8,290 million yen of consolidated loss before taxes for the previous fiscal year), consolidated profit attributable to the owners of parent was 6,989 million yen (as compared to 8,632 million yen of consolidated loss attributable to the owners of parent for the previous fiscal year) as a result of recording deferred tax assets due to an increase in losses available for use within the group following the reorganization of subsidiaries.

The key exchange rates used for the current fiscal year (the previous fiscal year) were: 152.58 yen (144.62 yen) to the U.S. dollar; 194.61 yen (181.76 yen) to the Sterling pound; and 21.10 yen (20.14 yen) to the Chinese yuan.

The following is a summary of revenue by reporting segment.



Wacoal Business (Domestic)

Revenue	87,828 million yen	vs FY 2024 6.8% decrease ⬇
Operating profit	2,970 million yen	vs FY 2024 – % ⬆

Revenue (Millions of yen)

Fiscal Year	Revenue (Millions of yen)
FY2024	94,198
FY2025	87,828

Operating profit/loss (Millions of yen)

Fiscal Year	Operating profit/loss (Millions of yen)
FY2024	△4,193
FY2025	2,970

Principle Business

Manufacturing and wholesale distribution of innerwear (primarily foundation, lingerie and nightwear), outerwear, sportswear, and other textile-related products, as well as the direct sale of certain products to consumers

Core Products

Innerwear (foundation, lingerie and nightwear), outerwear, sportswear, and other textile-related products, etc.

During the current fiscal year, sales were sluggish due to a decline in the number of customers visiting retail stores, in addition to the closure of underperforming stores and delivery adjustments aimed at optimizing in-store inventory. On the other hand, sales from our e-commerce business remained strong as sales of our own e-commerce websites continued to increase due to proactive sales promotion activities, and sales from third-party e-commerce websites also remained strong due to our continued efforts to strengthen cooperation with the third-party e-commerce website operators.

By products, while sales of bras, our mainstay product, continued to be sluggish, sales of cup-style innerwear and wireless bras achieved growth, and “CW-X”, our performance wear brand, which features Major League Baseball player Shohei Ohtani as its brand ambassador, also showed strong sales.

During the current fiscal year, despite the impact of rising cost due to increases in raw materials and labor costs associated with the depreciation of the Japanese yen, the impact on profit margin was minimized due to an increase in proportion of sales accounted for by our e-commerce business and revisions to retail prices.

As a result of the above, revenue attributable to our “Wacoal Business (Domestic)” segment was 87,828 million yen (a decrease of 6.8% as compared to such revenue for the previous fiscal year). Operating profit was 2,970 million yen (as compared to an operating loss of 4,193 million yen for the previous fiscal year) due to the gain on sale of property, plant and equipment related to the sale of the Asakusabashi Building and the former site of the Fukuoka Office, offset by increases in expenses related to the rebranding of our core brand “Wacoal” and advertising expenses incurred for the promotion of “CW-X” product line, as well as the impairment charges recorded on assets held following the decision to transfer our consolidated subsidiary, Lecien Corporation.

Wacoal Business (Overseas)

Revenue	Operating profit/loss
<div style="display: flex; justify-content: space-around;"> <div> (Millions of yen) 67,757 </div> <div> 67,237 </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 5px;"> FY2024 FY2025 </div>	<div style="display: flex; justify-content: space-around;"> <div> (Millions of yen) △5,145 </div> <div> 459 </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 5px;"> FY2024 FY2025 </div>

Revenue	67,237 million yen	vs FY 2024 0.8% decrease
Operating profit	459 million yen	vs FY 2024 – %

Principle Business

Manufacturing and wholesale distribution of innerwear (primarily foundation, lingerie and nightwear), outerwear, sportswear, and other textile-related products, as well as the direct sale of certain products to consumers

Core Products

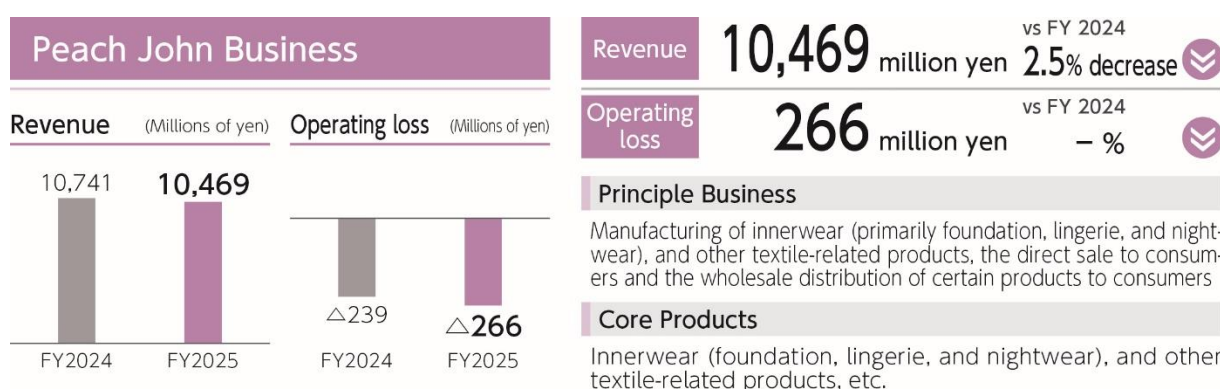
Innerwear (foundation, lingerie and nightwear), outerwear, sportswear, and other textile-related products, etc.

Sales from Wacoal International Corp. (U.S.) fell below the level in the previous fiscal year on a local currency basis due to the impact of the business withdrawal of Intimates Online, Inc. as well as the sluggish sales resulting from a sharp downturn in the market in the fourth quarter of the current fiscal year and beyond. In terms of our retail stores, weak in-stores sales led to stricter procurement restrictions by some of our wholesale customers. While we launched our CRM system for our e-commerce websites, sales have not yet recovered. On the other hand, sales from third-party e-commerce websites continued to remain strong driven by the major platforms.

Sales from Wacoal Europe Ltd. significantly increased from the level of the previous fiscal year on a local currency basis due to the contribution of the sales from the Bravissimo Group which we acquired in September 2024. Although sales remained weak in the United Kingdom and North America due to factors such as reduced procurement by some of our wholesale customers, and concerns over the outlook for the U.S. tariff policy, which led to the suspension of deliveries to certain customers who have warehouses in Mexico, sales from continental Europe, particularly Germany and France, continued to grow. On the other hand, operating profit fell below the level of the previous fiscal year due to the one-time impact of the acquisition of the Bravissimo Group.

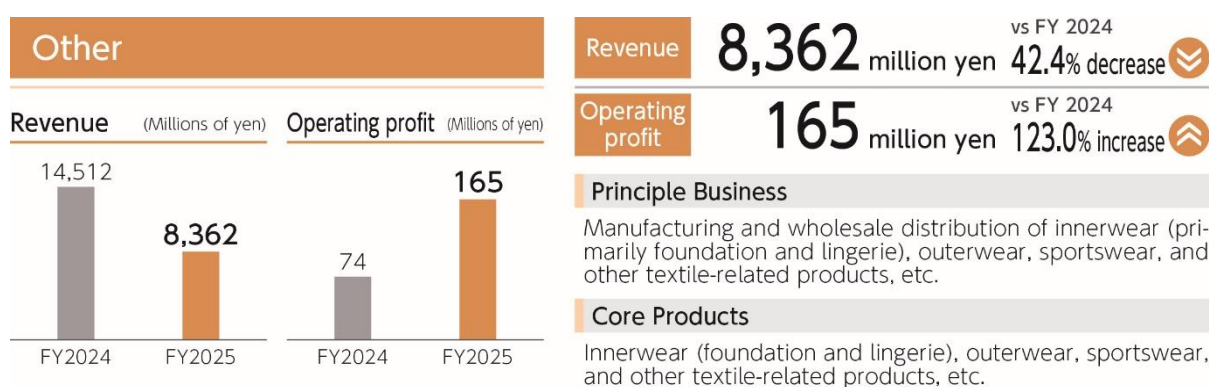
Wacoal China Co., Ltd. continued to struggle in both its retail stores and e-commerce business due to the growing preference among consumers for lower prices. Despite our efforts to renegotiate with our wholesale customers on commercial terms and withdraw from underperforming stores, the impact of a decrease in sales was significant and we were unable to improve profitability. In addition, we recorded restructuring expenses of 1,044 million yen for the current fiscal year for inventory valuation loss and expenses incurred for store closures in order to improve our profitability structure looking ahead in the next fiscal year and beyond.

As a result of the above, revenue attributable to our “Wacoal Business (Overseas)” segment on a Japanese yen basis was 67,237 million yen (a decrease of 0.8% as compared to such revenue for the previous fiscal year). Operating profit was 459 million yen (as compared to an operating loss of 5,145 million yen for the previous fiscal year mainly due to the impairment charges on goodwill) mainly due to the poor performance in the United States and China, the one-time impact of the acquisition of the Bravissimo Group and the recording of the restructuring expenses incurred in China.



During the current fiscal year, we set our business policy as “strengthening the acquisition of new customers” and reviewed our customer communication measures and product strategies. As a result, sales began to recover in the third quarter of the current fiscal year and beyond. However, sales fell below the level of the previous fiscal year due to the sluggish sales from our directly managed stores and e-commerce website during the period before the third quarter of the current fiscal year. Sales from third-party e-commerce websites continued to remain strong driven by the major platforms.

As a result of the above, revenue attributable to our “Peach John Business” segment was 10,469 million yen (a decrease of 2.5% as compared to such revenue for the previous fiscal year). We recorded an operating loss of 266 million yen (as compared to an operating loss of 239 million yen for the previous fiscal year).



Revenue attributable to our “Other” business segment for the current fiscal year was 8,362 million yen (a decrease of 42.4% as compared to such revenue for the previous fiscal year) and operating profit was 165 million yen (an increase of 123.0% as compared to such operating profit for the previous fiscal year).

(b) Financing

The Group raised funds of 6,971 million yen from financial institutions to acquire shares of Bravissimo Group in the current consolidated fiscal year.

No other funds were raised through capital increases or bond issuances.

(c) Capital Expenditures

The total amount of capital expenditures during fiscal year 2025 was 3.875 million yen, mainly including expenditures for information system investments and the maintenance and repair of building and facilities, incurred by the Company and its subsidiaries.

(d) Acquisition or disposal of equity interests (including shares) or share acquisition rights of other companies

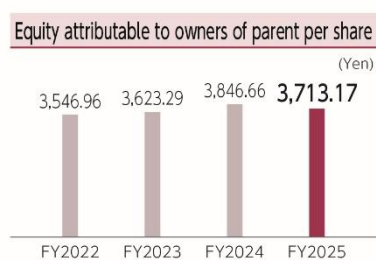
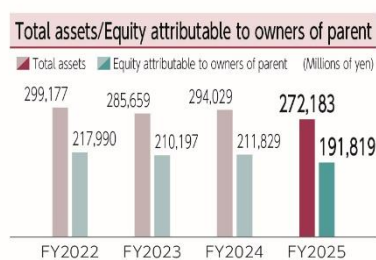
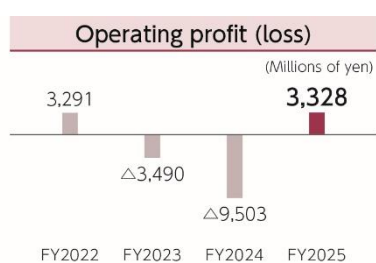
Wacoal Europe Ltd., a wholly-owned subsidiary of the Company, acquired all shares of Bravissimo Group on September 26, 2024, making it a wholly owned subsidiary.

(2) **Changes in State of Assets and Profit and Loss**

(i) **Changes in Results of Operations and State of Assets of the Group**

(Millions of yen, except per share amounts)

Category	U.S. Accounting Standards	IFRS			
		Fiscal year ended/as of March 31,			
		2022	2023	2024	2025
Revenue	172,860	172,072	188,592	187,208	173,896
Operating profit (loss)	5,013	3,291	(3,490)	(9,503)	3,328
Net profit (loss) attributable to owners of parent	4,608	1,732	(1,643)	(8,632)	6,989
Basic earnings (loss) per share (yen)	74.04	27.83	(27.44)	(151.62)	129.65
Total assets	303,245	299,177	285,659	294,029	272,183
Equity attributable to owners of parent	223,005	217,990	210,197	211,829	191,819
Equity attributable to owners of parent per share (yen)	3,628.56	3,546.96	3,623.29	3,846.66	3,713.17

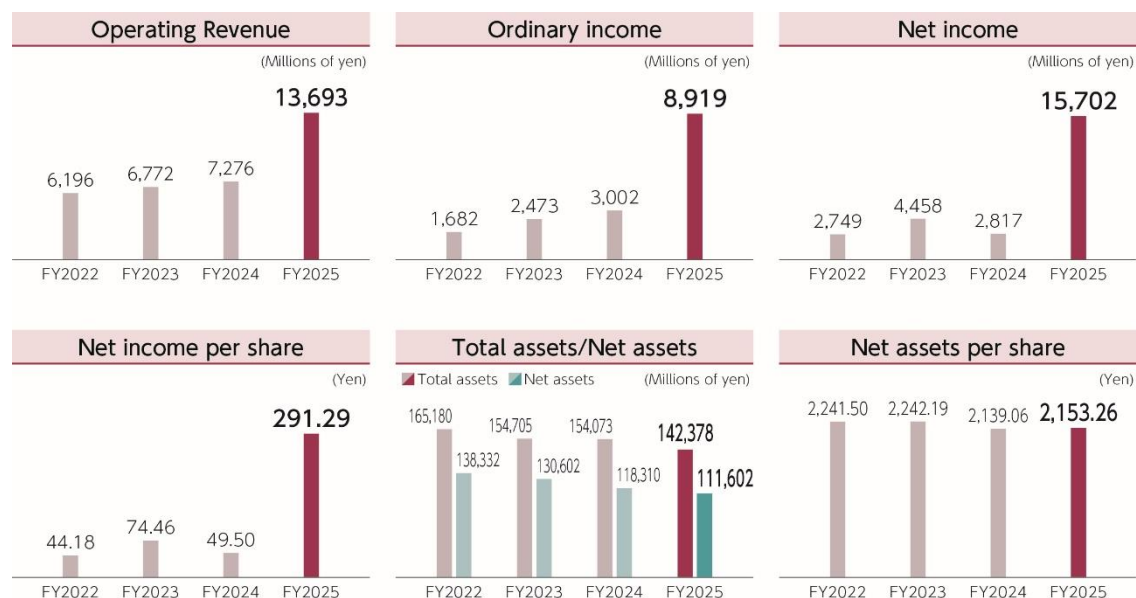


- (Notes)
1. The consolidated financial statements are prepared in accordance with IFRS starting from the fiscal year ended March 31, 2023.
 2. Changes in state of assets and profit (loss) are presented in accordance with the terms used under IFRS.
 3. Basic earnings (loss) per share is calculated based on the average number of shares issued (excluding the number of shares held as treasury stock) during each fiscal year.
 4. Equity attributable to owners of parent per share is calculated based on the number of shares issued (excluding the number of shares held as treasury stock) as of the end of each fiscal year.
 5. IAS 12 "Income Taxes" (revised in May 2021) is applied starting from the fiscal year ended March 31, 2024. This change has been applied retrospectively to the figures presented for the fiscal year ended March 31, 2023.

(ii) Changes in Results of Operations and State of Assets of the Company

(Millions of yen, except per share amounts)

Category	Fiscal year ended/as of March 31,			
	2022	2023	2024	2025
Operating revenue	6,196	6,772	7,276	13,693
Ordinary income	1,682	2,473	3,002	8,919
Net income	2,749	4,458	2,817	15,702
Net income per share (yen)	44.18	74.46	49.50	291.29
Total assets	165,180	154,705	154,073	142,378
Net assets	138,332	130,602	118,310	111,602
Net assets per share (yen)	2,241.50	2,242.19	2,139.06	2,153.26



- (Notes) 1. Net income per share is calculated based on the average number of shares issued (excluding the number of shares held as treasury stock) during each fiscal year.
2. Net assets per share is calculated based on the number of shares issued (excluding the number of shares held as treasury stock) as of the end of each fiscal year.

(3) Issues to Address

The issues that the Wacoal Group must address are as follows:

(i) Japan: Conversion into a business model that enables us to respond to increasingly diversifying customer needs and shorter trend cycles

We will transform our business model into one that enables us to respond to increasingly diversifying customer needs and shorter trend cycles, and strive to recover and expand the top line which has been on a decreasing trend as well as recover its profitability. We will review the conventional type of product mix and delivery style of new products, to promote transformation into a mechanism that enables fast-selling products to be surely delivered to store shelves and reduce lost sales opportunities. We will also change the current bulk production method to a production method in which production is carried out in accordance with the demand situation at stores, thereby improving the supply ratio of fast-selling products. With respect to product planning and development, we will utilize existing patterns and review operational processes such as planning development meetings to shorten lead times from development to product delivery and expedite the launch of products that capture customer needs, thereby enhancing sales activities.

(ii) Japan: Execution of cost structure reform for improving profitability

In order to restore basic earning power, we will continuously advance a radical cost structure reform. We will consolidate the large number of product numbers that existed until now to an appropriate level, reduce manufacturing and sales costs, and improve investment efficiency. In addition, we will thoroughly review our production system and sewing processes to reduce manufacturing costs and material costs. Due to the continuing impact of the weak yen, we expect raw material costs and other costs to rise in the future, and we will strive to achieve an optimal cost structure through rigorous selection and concentration.

(iii) Japan: Execution of “brand strategies” and “customer strategies” that take advantage of the potential of digitalization and our own strengths

In order to shift the value proposition we provide from “Wacoal for celebrating feminine beauty” to “Wacoal for empowering authenticity,” we will implement thorough “customer-driven” brand management and cultivate a brand with clear and appealing value propositions. We will also promote customer-oriented DX to develop deep, wide-ranging and long-term relationships with customers and provide optimal customer experience. We will make use of digital tools to analyze the purchasing data of “Wacoal Members,” our membership service, as well as the voice of the customer and the knowledge of sales staff with respect to customer service, so that they are used in providing the customer experience. Further, we will leverage a 3D measurement service and apps, in addition to a consulting service by our sales staff, to provide a highly satisfying customer experience that merges offline and online activities. We will also strengthen the deployment of reservation and ordering services through our own e-commerce platform to retail stores. This way, we will promote initiatives aimed at improving the customer experience from various perspectives.

(iv) Overseas: Execution of growth strategies toward the next medium-term business plan

In the U.S., we will continue our efforts aimed at expanding customer contact points by utilizing digital toward the realization of growth in e-commerce. In Europe, we will strengthen our efforts to grow e-commerce and strive to develop new channels and maximize synergies with Bravissimo Group, the company we acquired in September 2024. In China, revenue recovery has been delayed due to sluggish personal consumption caused by the prolonged deterioration in economic sentiment. We aim to return to a growth trajectory by reviewing our marketing strategy and concentrating resources on e-commerce. At the same time, we will implement cost structure reforms to boost operational efficiency.

(v) Governance: Improvement in profitability and capital efficiency through enhancement of the management control base

The Wacoal Group decided to introduce ROIC management in order to improve capital efficiency and realize a lean corporate structure. We will use ROIC not only for managing the company-wide financial targets but also as a means for performance management that measures results accurately, thereby quantitatively linking improvement activities on the ground with improvements in earnings capability and capital efficiency as expected by our stakeholders including investors.

(vi) Other issues

Environmental issues, such as climate change and human rights issues, are becoming increasingly serious, and we believe they require appropriate responses and preventative measures. The Wacoal Group will continue to endeavor to address increasingly complex and diverse social issues as “an opportunity for future growth,” promote “sustainability management” to achieve both “resolution of social issues” and “sustainable growth” through our business. We will endeavor to improve corporate value by achieving the resolution of social issues on the one hand and sustainable growth on the other hand through our initiatives for “maximizing the value provided to customers,” “building an organization in which each employee can grow and be highly motivated,” “preserving the global environment for future generations,” “realizing a society in which everyone can excel at their roles” and “enhancing governance toward realization of sustainable growth,” which we have defined as our materialities (material issues).

(4) Principal Subsidiaries

Name of Company	Location	Stated Capital	Shareholding Ratio	Main Business
		(Millions of yen)		
Wacoal Corp.	Minami-ku, Kyoto	5,000	100.0%	Manufacture and sale of garments
Peach John Co., Ltd.	Minato-ku, Tokyo	90	100.0%	Sale of garments
		(Thousands of U.S. dollars)		
Wacoal International Corp.	NY, U.S.A.	20,000	*100.0%	Investment in subsidiaries
Wacoal America, Inc	NY, U.S.A.	2,062	*100.0%	Manufacture and sale of garments
		(Thousands of pounds)		
Wacoal Europe Ltd.	Northamptonshire, U.K.	175	100.0%	Investment in subsidiaries
Wacoal EMEA Ltd.	Northamptonshire, U.K.	250	*100.0%	Manufacture and sale of garments
Bravissimo Ltd.	Warwickshire, UK	49	*100.0%	Sale of garments
		(Thousands of Chinese yuan)		
Wacoal China Co., Ltd.	Beijing, People's Republic of China	189,364	*100.0%	Manufacture and sale of garments

- (Notes) 1. Shareholding ratio of “Percentage owned” with “*” includes indirect ownership.
2. Nanasai Co., Ltd. is excluded from the Company’s principal subsidiaries as a result of the partial transfer of shares on July 1, 2024.
3. Wacoal Europe Ltd. acquired all shares of Bravissimo Group on September 26, 2024, making it a wholly-owned subsidiary.

(5) Matters concerning Specified Wholly Owned Subsidiaries

Name of Company	Address	Total Carrying Amount	Total Assets of the Company
Wacoal Corp.	29, Nakajima-cho, Kisshoin, Minami-ku, Kyoto	(Millions of yen) 72,336	(Millions of yen) 142,378

(6) Major Lenders (as of March 31, 2025)

Name of Lender	Amount of Borrowings (Millions of yen)
MUFG Bank, Ltd.	3,926
The Bank of Kyoto, Ltd.	2,926
The Shiga Bank, Ltd.	1,000

2. OFFICERS

(1) Directors and Audit and Supervisory Board Members (as of March 31, 2025)

Position	Name	Responsibility and significant concurrent positions
Representative Director, President and CEO (Group CEO)	Masaaki Yajima	Chair of Sustainability Committee; Chair of Committee for Group Strategy
Representative Director, Vice President, Executive Officer and CFO	Akira Miyagi	In charge of Group Business Management; Chair of Corporate Ethics and Risk Management Committee
Director and Corporate Officer	Keisuke Kawanishi	In charge of Japan Domestic Operations; Representative Director, President and CEO, Head of Product Development and Merchandising Div. of Wacoal Corp.
Director	Tsunehiko Iwai	Chair of Nomination of Directors Advisory Committee; Chair of Remuneration of Directors Advisory Committee; External Director of Cross Plus Inc.
Director	Chizuru Yamauchi	Advisor of Nippon Life Insurance Company
Director	Hisae Sato	Councilor, International Christian University; Member of Fund Management Committee of Local Public Service Mutual Aid Association; Member of Fund Management Committee of Pension Fund Association for Local Government Officials; Member of the JST* Investment Advisory Committee *JST: Japan Science and Technology Agency; Member of Pension Actuarial Subcommittee of the Social Security Council, Ministry of Health, Labor and Welfare; Member of Fund Management Subcommittee of the Social Security Council, Ministry of Health, Labor and Welfare; Member of the Sub-Committee on Accelerating Initiative to Promote Japan as a Leading Asset Management Center, Council of New Form of Capitalism Realization, Cabinet Secretariat
Director	Koji Nitto	Director of CiRA Foundation External Director, GS Yuasa Corporation External Director, Audit and Supervisory Committee Member, T&D Holdings, Inc.
Director	Tetsuro Harada	Director, Chairman of the Board, Audit and Supervisory Committee Member, Dream Incubator Inc. External Director, Mandom Corp.
Audit and Supervisory Board Member (full-time)	Shinichi Kitagawa	Audit & Supervisory Board Member of Wacoal Corp. External Director, Audit and Supervisory Committee Member of House of Rose Co., Ltd.
Audit and Supervisory Board Member (full-time)	Katsuhiro Okamoto	Audit & Supervisory Board Member of Wacoal Corp.
Audit and Supervisory Board Member	Mitsuhiro Hamamoto	Managing Partner of Hamamoto Law Office; External Director and member of Audit & Supervisory Committee of TVE Co., Ltd.; External Audit & Supervisory Board Member of Rengo Co., Ltd.; External Auditor of Osaka-Hyogo Ready-Mixed Concrete Industrial Association
Audit and Supervisory Board Member	Hitoshi Suzuki	
Audit and Supervisory Board Member	Motoko Tanaka	Managing Partner of Tanaka CPA Office; External Director, Audit & Supervisory Committee Member of TOWA Corporation

- (Notes) 1. Directors Mr. Tsunehiko Iwai, Ms. Chizuru Yamauchi, Ms. Hisae Sato, Mr. Koji Nitto and Mr. Tetsuro Harada are External Directors (Independent) as prescribed in Item 15, Article 2 of the Companies Act.
2. Audit and Supervisory Board Members Mr. Mitsuhiro Hamamoto, Mr. Hitoshi Suzuki and Ms. Motoko Tanaka are External Audit and Supervisory Board Members (Independent) as prescribed in Item 16, Article 2 of the Companies Act.
3. There are no conflicts of interest between the Company and the companies at which External Directors (Independent) and External Audit and Supervisory Board Members (Independent) hold significant concurrent positions.
4. Audit and Supervisory Board Member Mr. Shinichi Kitagawa has accounting experience with the Accounting Department of the Company and its subsidiaries with a considerable degree of finance and accounting knowledge.
5. Audit and Supervisory Board Member Ms. Motoko Tanaka is qualified as a certified public accountant and a certified public accountant of the United States with a considerable degree of finance and accounting knowledge.
6. Mr. Tsunehiko Iwai, Ms. Chizuru Yamauchi, Ms. Hisae Sato and Mr. Koji Nitto and Mr. Tetsuro Harada, our External Directors (Independent), and Mr. Mitsuhiro Hamamoto, Mr. Hitoshi Suzuki and Ms. Motoko Tanaka, our External Audit and Supervisory Board Members (Independent), have been designated as our independent officers as notified to the Tokyo Stock Exchange.

(2) **Compensation etc. Paid to Directors and Audit and Supervisory Board Members**

(i) Total amount of compensation and other compensation paid to officers during the current fiscal year

Category	Total amount of compensation/ other compensation (Millions of yen)	Total amount by type of compensation/ other compensation (Millions of yen)				Number of recipients
		Basic compensation	Performance-based compensation	Non-monetary compensation		
				Restricted Stock	Performance Share Unit	
Directors (of which is related to External Directors (Independent))	193 (48)	149 (48)	- (-)	44 (-)	- (-)	9 (6)
Audit and Supervisory Board Members (of which is related to External Audit and Supervisory Board Members (Independent))	62 (21)	62 (21)	- (-)	- (-)	- (-)	5 (3)
Total (of which is related to External Officers)	255 (69)	211 (69)	- (-)	44 (-)	- (-)	14 (9)

- (Notes) 1. The number of eligible recipients indicated above include one Director (of which one was External Director (Independent)) who retired upon the close of the 76th Ordinary General Meeting of Shareholders held on June 25, 2024.
2. The total amount of compensation/other compensation of Directors indicated above does not include salaries that Directors who concurrently serve as employees receive as employees.

(ii) Matters concerning performance-based compensation

Performance-based compensation (performance bonuses) is determined based on the achievement rate of consolidated operating profit as the benchmark, with other calculation indicators (consolidated net sales, consolidated profit before tax, etc.) also taken into consideration. The reason for selecting these indicators is that consolidated operating income is an indicator that reflects the performance of business activities, and it was determined that it could clearly function as a short-term incentive. We have set the consolidated operating profit, which serves as reference value, at 13.5 billion yen based on past business results, and as a result of a comprehensive evaluation based on performance for the current fiscal year, there will be no performance-based bonuses.

(iii) Details of non-monetary compensation

Non-monetary compensation means restricted stock-based compensation and performance share unit compensation, and the policy for determining such compensation is described under “(v) Matters concerning policy on determining details of compensation by each Director” below.

(Restricted Stock)

The status of restricted stock granted as of the end of current fiscal year is described under “Shares Issued to Officers as Consideration for Execution of Duties During the Fiscal Year ended March 31, 2025” in “Materials for the 77th Ordinary General Meeting of Shareholders: Matters Not Included in the Delivered Documents.” Any Director who is allotted Restricted Stock will be subject to transfer restrictions during the period from the date on which such Restricted Stock is granted until the date on which such eligible Director loses the position as Director, Audit and Supervisory Board Member or Corporate Officer of the Company or any of its subsidiaries as designated by the Board of Directors of the Company.

(Performance Share Unit)

The performance evaluation indicators used as the basis for calculating Performance Share Unit for the current fiscal year are consolidated ROE and consolidated operating profit. The reason for selecting these indicators is to balance the results of business activities and capital efficiency, and to clarify the linkage between the compensation of eligible Directors and corporate earnings and the value of the Company’s shares. The specific number of shares to be delivered will be determined based on the individual basic remuneration amount and the performance payment ratio calculated using the achievement rate of the performance evaluation indicators. Any Director who is allotted Performance Share Unit will be subject to transfer restrictions during the period from the date on which such Performance Share Unit is granted until the date on which such eligible Director loses the position as Director, Audit and Supervisory Board Member or Corporate Officer of the Company or any of its subsidiaries as designated by the Board of Directors of the Company. In light of the business performance for the current fiscal year, no performance-linked Restricted Stock will be issued for the current fiscal year.

(iv) Matters concerning resolutions of the general meeting of shareholders regarding total amount of compensation and other compensation paid to Directors and Audit and Supervisory Board Members

The total maximum annual amount of basic compensation paid was determined to be up to 350 million yen for Directors (excluding the amount of employee's salary for Directors who concurrently serve as employees) and up to 75 million yen for Audit and Supervisory Board Members, pursuant to a resolution adopted at the 57th Ordinary General Meeting of Shareholders held on June 29, 2005. The numbers of Directors and Audit and Supervisory Board Members upon the close of the meeting were seven (7) and five (5), respectively.

The amount of performance-based bonus is determined according to the business results of each fiscal year by resolution of the Ordinary General Meeting of Shareholders held for the relevant year. Restricted stock-based compensation was approved at the 73rd Ordinary General Meeting of Shareholders held on June 29, 2021 as follows: the maximum annual amount will be up to 70 million yen, as a separate category of basic compensation; the maximum number of shares to be allotted for each fiscal year will be up to 28,000 shares; the allotted shares of Restricted Stock will be subject to transfer restrictions from the date on which such shares of Restricted Stock are granted until the date on which an allottee loses the position as Director, Audit and Supervisory Board Member or Corporate Officer of the Company or any of its subsidiaries as designated by the Company; and the transfer restrictions on all allotted shares of Restricted Stock of any Director will be removed upon the expiration of the transfer restriction period if such eligible Director has continuously held the position of Director, Audit and Supervisory Board Member or Corporate Officer of the Company or any of its subsidiaries as designated by Company or the Board of Directors of the Company until the date of the first Ordinary General Meeting of Shareholders of the Company to be held after the commencement of the transfer restriction period. The number of Directors who are eligible for payment upon the close of such meeting was four (4) (excluding External Directors (Independent)). Performance Share Unit was approved at the 76th Ordinary General Meeting of Shareholders held on June 25, 2024 as follows: the maximum annual amount will be up to 70 million yen, as a separate category of compensation; the maximum number of shares to be allotted for each fiscal year will be up to 28,000 shares; the Board of Directors shall determine performance evaluation indicators that are necessary in the specific calculation of the number of shares to be delivered, such as respective numerical targets to be used in allotting the shares of the Performance Share Unit; and the allotted shares of Performance Share Unit will be subject to transfer restrictions from the date on which such shares of Performance Share Unit are granted until the date on which an allottee loses the position as Director, Audit and Supervisory Board Member or Corporate Officer of the Company or any of its subsidiaries as designated by the Board of Directors of the Company, and the transfer restrictions will be removed upon the expiration of the transfer restriction period. The number of Directors who are eligible for payment upon the close of such meeting was three (3) (excluding External Directors (Independent)).

(v) Matters concerning policy on determining details of compensation to each Director

The Company prescribes the policy on determining details of compensation payable to each Director (this "Policy"). Our compensation to Directors consists of basic compensation, the amount of which is fixed, a performance-based bonus that is linked to the business results for each fiscal year, Restricted Stock, which provides medium- to long-term incentives, and Performance Share Unit, which provides an incentive to continuously improve corporate value. Because Independent External Directors are not involved in the execution of business, they only receive basic compensation payable in a fixed amount. An overview of the policy for determining each type of compensation is described in the table below.

	Policy for determining the amount of or calculation method for compensation to each Director	Method for determining details of and timing for compensation, etc. to each Director
Basic compensation	<ul style="list-style-type: none"> - to be determined by each position - even for those with the same position, basic compensation may be increased within a certain range depending on contributions to management in previous fiscal years - to be verified annually with respect to the adequacy of the level of remuneration, which has been set according to the business results and scale of the Company and is based on comparison with other companies within the same industry or of the same scale through the investigation results on remuneration prepared by an external agency 	<ul style="list-style-type: none"> - fixed monthly compensation - specific details to be determined by the Board of Directors based on the reports prepared by the Remuneration of Directors Advisory Committee
Performance-based bonus (performance-based compensation)	<ul style="list-style-type: none"> - the amount of the performance-based bonus to be determined for each fiscal year based on the percentage of achievement against a reference value composed of consolidated operating profit and based on other business results (including consolidated net sales and consolidated profit before tax), to increase the degree of linkage between bonuses and consolidated business performance 	<ul style="list-style-type: none"> - to be paid once a year after approval at the general meeting of shareholders for the relevant fiscal year - the amount of performance-based bonus to each Director to be resolved at a Board of Directors meeting and the total amount to be approved at the general meeting of shareholders based on reports prepared by the Remuneration of Directors Advisory Committee
Restricted Stock (non-monetary compensation)	<ul style="list-style-type: none"> - restricted stock to be determined in consideration of the monthly amount of basic compensation and the closing price of the common stock of the Company on the business day immediately preceding the date of the resolution by the Board of Directors with respect to issuance or disposal of restricted stock based on the reports prepared by the Remuneration of Directors Advisory Committee, and to be allotted in the number determined and resolved at a Board of Directors meeting once a year - allotted shares will be subject to transfer restriction during the period from the date allotted shares are granted 	<ul style="list-style-type: none"> - to be allotted after election as Director at the Ordinary General Meeting of shareholders held once a year - the number of shares allotted to be determined at a Board of Directors meeting

	Policy for determining the amount of or calculation method for compensation to each Director	Method for determining details of and timing for compensation, etc. to each Director
	until the date such Director, Audit and Supervisory Board Member or Corporate Officer designated by the Company retires from their position - the transfer restrictions on all allotted shares will be removed upon the expiration of the transfer restriction period if such eligible grantee has continuously held the position of Director, Audit and Supervisory Board Member or Corporate Officer until the date of the first Ordinary General Meeting - the Company may repurchase all of the allotted shares bearing transfer restrictions as a result of a breach of restricted stock allotment agreement without consideration	
Performance Share Unit (non-monetary compensation)	- performance share unit to have the Company's common stock allotted in the number of shares in accordance with the degree of achievement to the numerical targets of business performance, etc., set by the Board of Directors during the performance evaluation period for a certain period of time determined by the Company's Board of Directors - the eligible grantee to have continuously held the position of Director, Audit and Supervisory Board Member, or Corporate Officer as designated by the Company during the performance evaluation period and satisfy other requirements that the Board of Directors designate as necessary - transfer restriction period to be the period from the date on which such shares of the performance share unit are granted until the date such Director, Audit and Supervisory Board Member or Corporate Officer designated by the Company retires from their position, with the conditions for removing the transfer restrictions to be provided separately - if resigned from any position of Director, Audit and Supervisory Board Member, or Corporate Officer as designated by the Company, the shares to be naturally acquired by the Company free of charge, unless the Company's Board of Directors justifies the reason not to	- performance evaluation indicators and coefficient that are necessary in the specific calculation of the number of shares to be delivered will be determined by the Board of Directors of the Company, such as respective numerical targets to be used in allotting the shares of the performance share unit - allotment of the number of shares that is resolved at the Board of Directors based on the calculation method to be conducted once after the completion of the performance evaluation period - decisions on the items above and in the left column to be made based on the report of Remuneration of Directors Advisory Committee

Basic compensation, performance-based bonus, restricted stock, and performance share unit as percentages of total compensation are 55-56%, 14%, 19-20% and 11-12%, by each position, respectively, when the performance-based bonus is calculated using consolidated operating profit as the reference value.

The Board of Directors will consult the Remuneration of Directors Advisory Committee on this Policy, which will be resolved at the Board of Directors Meeting, by respecting the Committee's recommendations. A majority of the members of the Remuneration of Directors Advisory Committee are Independent External Directors, and the Independent External Director acts as the chair of the Committee. The Committee is operated with a high degree of transparency and fairness by resolving matters with the unanimous approval of all members.

We understand that the Remuneration of Directors Advisory Committee held discussions and deliberations, including with respect to the consistency of the draft with this Policy, upon determination of the compensation and other matters of each Director for the current fiscal year, and therefore, the Board of Directors respects the Committee's recommendations and believes in principle that the determination is consistent with this Policy.

The policy for determining the details of compensation and other matters of each Audit and Supervisory Board Member is decided by the Audit and Supervisory Board. Given that they are not involved in the execution of business, the Audit and Supervisory Board Members only receive basic compensation, a fixed monthly compensation, which is fixed in commensurate with the Company's business results and size in comparison with companies in the same industry and of a similar size. The amount of basic compensation payable to each Audit and Supervisory Board Member will be decided upon mutual discussion among the Audit and Supervisory Board Members.

(vi) Matters concerning delegation of determining details of compensation by each Director

The Board of Directors of the Company determines (the determination is not delegated) the details of compensation payable to each Director.

(3) Main Activities of External Directors (Independent) and External Audit and Supervisory Board Members (Independent)

Category	Name	Main Activities
Director	Tsunehiko Iwai	Mr. Iwai has attended all 17 Board of Directors' meetings held during the current fiscal year and has expressed his opinions on the proposals and/or discussions based on his comprehensive knowledge and experience in the field of technology and overall management. Also, he has made a wide range of proactive recommendations on business strategies and risk management of the Company based on his knowledge and insight on overall management, and expertise in research & development, production, technology, and compliance. Further, in addition to expressing opinions at the Board of Directors' meetings, he acts as a function to oversee the management team of the Company by serving as a chair of the Nomination of Directors Advisory Committee and the Remuneration of Directors Advisory Committee.
Director	Chizuru Yamauchi	Ms. Yamauchi has attended all 17 Board of Directors' meetings held during the current fiscal year and has expressed her opinions on the proposals and/or discussions based on her comprehensive knowledge and experience in the field of women's empowerment, human resource development and overall management. Also, she has made a wide range of proactive recommendations on business strategies and human resources strategies of the Company based on her knowledge and insight on overall management, and expertise in diversity and inclusion. Further, in addition to expressing opinions at the Board of Directors' meetings, she acts as a function to oversee the management team of the Company by serving as a member of the Nomination of Directors Advisory Committee and the Remuneration of Directors Advisory Committee.
Director	Hisae Sato	Ms. Sato has attended all 17 Board of Directors' meetings held during the current fiscal year and has expressed her opinions on the proposals and/or discussions based on her comprehensive knowledge and experience in the field of asset management. Also, she has made a wide range of proactive recommendations on business strategies and stakeholder strategies of the Company based on her expertise in investment and financial markets. Further, in addition to expressing opinions at the Board of Directors' meetings, she acts as a function to oversee the management team of the Company by serving as a member of the Nomination of Directors Advisory Committee and the Remuneration of Directors Advisory Committee.
Director	Koji Nitto	Mr. Nitto has attended all 17 Board of Directors' meetings held during the current fiscal year and has expressed his opinions on the proposals and/or discussions based on his comprehensive knowledge and experience in the field of finance and overall management. Also, he has made a wide range of proactive recommendations on business strategies and financial strategies of the Company based on his knowledge and insight on overall management, and expertise in "ROIC management." Further, in addition to expressing opinions at the Board of Directors' meetings, he acts as a function to oversee the management team of the Company by serving as a member of the Nomination of Directors Advisory Committee and the Remuneration of Directors Advisory Committee.
Director	Tetsuro Harada	Mr. Harada has attended all 13 Board of Directors' meetings held after his appointment on June 25, 2024, and has expressed his opinions on the proposals and/or discussions based on his comprehensive knowledge and experience in the field of investment and overall management. Also, he has made a wide range of proactive recommendations on business strategies and investment strategies of the Company based on his knowledge and insight on overall management and structural reforms, and expertise as a consultant. Further, in addition to expressing opinions at the Board of Directors' meetings, he acts as a function to oversee the management team of the Company by serving as a member of the Nomination of Directors Advisory Committee and the Remuneration of Directors Advisory Committee.
Audit and Supervisory Board Member	Mitsuhiro Hamamoto	Mr. Hamamoto has attended all 17 Board of Directors' meetings and all 18 Audit and Supervisory Board's meetings held during the current fiscal year and has expressed his opinions on proposals and/or discussions based on his experience as an attorney-at-law and from a professional perspective on corporate law.
Audit and Supervisory Board Member	Hitoshi Suzuki	Mr. Suzuki has attended 16 of 17 Board of Directors' meetings and 17 of 18 Audit and Supervisory Board's meetings held during the current fiscal year and has expressed his opinions on the proposals and/or discussions based on his extensive knowledge and experience in financial and economic matters and overall management. He also attends the meetings of the Nomination of Directors Advisory Committee and the Remuneration of Directors Advisory Committee as an observer.
Audit and Supervisory Board Member	Motoko Tanaka	Ms. Tanaka has attended all 17 Board of Directors' meetings and all 18 Audit and Supervisory Board's meetings held during the current fiscal year and has expressed her opinions on the proposals and/or discussions based on her experience as a certified public accountant and from a professional perspective on finance and accounting.

3. SYSTEM AND POLICIES OF COMPANY

Policy Regarding Determination of Distribution of Earnings

Our basic policy on profit distributions to shareholders is to make stable distributions based on consideration of our consolidated business results, while seeking to increase net income per share by enhancing our corporate value through active investments aimed at improving profitability. From the viewpoint of increasing our corporate value, we intend to use retained earnings for strategic investments to maintain competitiveness and to enhance growth, such as expansion and fulfillment of customers relations domestically and in overseas, in order to benefit our shareholders by improving future profitability.

Based on the above-described basic policy and pursuant to the provisions of our Articles of Incorporation, we have resolved at the Board of Directors' Meeting held on May 15, 2025 that the year-end dividend for the current fiscal year is 50.00 yen per share and the effective date is June 6, 2025. As a result, the annual cash dividend per share, including the interim dividend, will be 100.00 yen for the current fiscal year.



CONSOLIDATED FINANCIAL STATEMENTS
CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(Millions of yen)

Accounts	Current Consolidated Fiscal Year as of March 31, 2025	Reference: Previous Consolidated Fiscal Year as of March 31, 2024
ASSETS		
Current assets:	99,975	112,137
Cash and cash equivalents	23,419	33,547
Trade and other receivables	16,835	22,141
Other financial assets	2,007	1,996
Inventories	50,226	49,989
Other current assets	7,488	4,464
Non-current assets:	172,208	181,892
Property, plant and equipment	43,252	45,478
Right-of-use assets	12,038	11,471
Goodwill	15,191	11,805
Intangible assets	12,047	11,890
Investment property	1,634	2,839
Investments accounted for using equity method	20,064	20,347
Other financial assets	42,022	54,451
Retirement benefit assets	18,399	18,795
Deferred income taxes	6,879	3,995
Other non-current assets	682	821
Total assets	272,183	294,029

(Notes) 1. Amounts less than ¥1 million are rounded to the nearest million.
2. Figures under “Reference: Previous Consolidated Fiscal Year” have not been audited.

(Millions of yen)

Accounts	Current Consolidated Fiscal Year as of March 31, 2025	Reference: Previous Consolidated Fiscal Year as of March 31, 2024
LIABILITIES		
Current liabilities:	50,048	49,139
Borrowings	11,915	7,200
Lease liabilities	4,704	4,898
Trade and other payables	15,778	17,406
Other financial liabilities	916	995
Income taxes payable	3,019	4,074
Other current liabilities	13,716	14,566
Non-current liabilities	27,243	29,748
Borrowings	2,554	1,946
Lease liabilities	7,663	6,598
Retirement benefit liability	1,621	2,947
Deferred income taxes	14,112	16,934
Other non-current liabilities	1,293	1,323
Total liabilities	77,291	78,887
EQUITY		
Common stock	13,260	13,260
Additional paid-in capital	4,311	20,550
Retained earnings	153,579	148,494
Other components of equity	38,637	46,784
Treasury stock, at cost	(17,968)	(17,259)
Total equity attributable to owners of parent	191,819	211,829
Noncontrolling interests	3,073	3,313
Total equity	194,892	215,142
Total liabilities and equity	272,183	294,029

(Notes) 1. Amounts less than ¥1 million are rounded to the nearest million.
2. Figures under “Reference: Previous Consolidated Fiscal Year” have not been audited.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

(Millions of yen)

Accounts	Current Consolidated Fiscal Year (From April 1, 2024 to March 31, 2025)	Reference: Previous Consolidated Fiscal Year (From April 1, 2023 to March 31, 2024)
Revenue	173,896	187,208
Cost of sales	(76,452)	(83,123)
Selling, general and administrative expenses	(100,841)	(100,575)
Other income	11,211	1,990
Other expenses	(4,486)	(15,003)
Operating Profit (Loss)	3,328	(9,503)
Finance income	2,170	2,529
Finance costs	(618)	(328)
Share of profit of investments accounted for using equity method	828	839
Impairment charges of investments accounted for using equity method	(15)	(1,827)
Profit (Loss) before tax	5,693	(8,290)
Income tax expense	1,095	(453)
Profit (Loss)	6,788	(8,743)
Profit (Loss) attributable to:		
Owners of parent	6,989	(8,632)
Noncontrolling interests	(201)	(111)

(Notes) 1. Amounts less than ¥1 million are rounded to the nearest million.
2. Figures under “Reference: Previous Consolidated Fiscal Year” have not been audited.

-End-