

**NOTICE OF THE 78TH  
ORDINARY GENERAL MEETING OF SHAREHOLDERS**

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**DATE**

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**MONDAY, JUNE 29, 2026 AT 10:00 A.M. (RECEPTION WILL OPEN AT 9:00 A.M.)**

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**PLACE**

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

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**MATTERS FOR RESOLUTION**

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**PROPOSAL: TO ELECT EIGHT (8) DIRECTORS**

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/](https://www.wacoalholdings.jp/en/ir/general_meeting/)

Note: 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 4, 2026

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 78TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

This is to inform you that the 78th 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 78th Ordinary General Meeting of Shareholders (“Electronically Provided Materials”), so please access either of the websites below and review the contents therein.

The Company’s website: [https://www.wacoalholdings.jp/en/ir/general\\_meeting/](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 securities code “3591” (in single-byte) under “Code,” click “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 26, 2026 (FRIDAY) at 5:30 p.m.

#### Particulars

1. Date: Monday, June 29, 2026 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 78th fiscal year (from April 1, 2025 through March 31, 2026)
      2. Presentation of the Non-Consolidated Financial Statements for the 78th fiscal year (from April 1, 2025 through March 31, 2026)
    - Matters for Resolution:
      - Proposal: To Elect Eight (8) Directors
- 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: 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	19/19 (100%)
2	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	19/19 (100%)
3	New Election	Katsuya Hirooka		Corporate Officer; Chair of Corporate Ethics and Risk Management Committee; Member of Sustainability Committee; Member of Committee for Group Strategy	-
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	19/19 (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	19/19 (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	19/19 (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	19/19 (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	19/19 (100%)

Candidate No.

1

Masaaki Yajima

September 30, 1960  
(65 years old, Male)

Re-election

Company Shares Owned by the Candidate

24,700 shares

Tenure of Office

4 years (at the conclusion of this Meeting)

Board of Directors Meeting Attendance  
during the Current Fiscal Year

19/19 (100%)



Career summary, position and areas of responsibility

March 1984	Joined the Company
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)

Reasons for nomination as Director

Mr. Masaaki Yajima has extensive experience and expertise in the technology & production, sales and global divisions of Wacoal Corp., our core operating entity. He has also 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.

Status of significant concurrent positions

None.

Conflicts of interest with the Company

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

Candidate No.

2

**Keisuke Kawanishi**

October 7, 1971  
(54 years old, Male)

Re-election

Company Shares Owned by the Candidate  
14,600 shares

Tenure of Office  
2 year (at the conclusion of this Meeting)

Board of Directors Meeting Attendance during the Current Fiscal Year  
19/19 (100%)



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 has also 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.

3

Katsuya Hirooka

March 28, 1969  
(57 years old, Male)

New Election

Company Shares Owned by the Candidate

4,900 shares



Career summary, position and areas of responsibility

April 1991	Joined the Company
April 2007	Director of WACOAL AMERICA, INC.
July 2012	Director of EVEDEN GROUP LIMITED (current WACOAL EUROPE LTD.)
April 2015	Head of Administration Dept., International Headquarters of Wacoal Corp.
April 2020	General Manager of Accounting Dept.
April 2021	Corporate Officer, Head of Corporate Planning Dept.
April 2023	Director and Corporate Officer in charge of Administrative Control of Wacoal Corp.(present position)
April 2026	Corporate Officer and CFO (present position)

Reasons for nomination as Director

Mr. Katsuya Hirooka has extensive experience and expertise in Corporate Planning Dept. of the Company, as well as in the administration division of Wacoal Corp., our core operating entity, and our operating companies in Europe and the U.S. Since April 2023, he has also been responsible for driving the revised medium-term management plan as a Director of Wacoal Corp. We believe that he is qualified to serve as a Director of the Company, and therefore request that Mr. Katsuya Hirooka be elected as a Director.

Status of significant concurrent positions

Director and Corporate Officer in charge of Administrative Control of Wacoal Corp.

Conflicts of interest with the Company

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

Candidate No.

4

Tsunehiko Iwai

May 28, 1953  
(73 years old, Male)

Re-election

Independent  
Officer

External  
Director

Company Shares Owned by the Candidate

600 shares

Tenure of Office

8 years (at the conclusion of this Meeting)

Board of Directors Meeting Attendance  
during the Current Fiscal Year

19/19 (100%)



Career summary, position and areas of responsibility

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)

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

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).

Status of significant concurrent positions

None.

Conflicts of interest with the Company

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

Candidate No.

5

Chizuru Yamauchi

February 25, 1957  
(69 years old, Female)

Re-election

Independent  
Officer

External  
Director

Company Shares Owned by the Candidate

1,300 shares

Tenure of Office

3 years (at the conclusion of this Meeting)

Board of Directors Meeting Attendance  
during the Current Fiscal Year

19/19 (100%)



Career summary, position and areas of responsibility

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
June 2023	External Director (Independent) (present position)

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).

Status of significant concurrent positions

None.

Conflicts of interest with the Company

There is no conflict of interest between Ms. Yamauchi and the Company. Until July 2022, Ms. Yamauchi held a position to execute business at Nippon Life Insurance Company, which is one of our shareholders. It has been three (3) years since she retired from the said company as an executive and the shareholding ratio of Nippon Life Insurance Company is 3.18% on a voting right basis. Accordingly, there is no concern with respect to her independence. She resigned from her position as an Advisor of Nippon Life Insurance Company in July 2025.

Candidate No.

6

Hisae Sato

October 16, 1961  
(64 years old, Female)

Re-election

Independent  
Officer

External  
Director

Company Shares Owned by the Candidate

200 shares

Tenure of Office

3 years (at the conclusion of this Meeting)

Board of Directors Meeting Attendance  
during the Current Fiscal Year

19/19 (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)

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; and Member of Fund Management Subcommittee of the Social Security Council, Ministry of Health, Labor and Welfare

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  
(65 years old, Male)

Re-election

Independent  
Officer

External  
Director

Company Shares Owned by the Candidate

1,900 shares

Tenure of Office

3 years (at the conclusion of this Meeting)

Board of Directors Meeting Attendance  
during the Current Fiscal Year

19/19 (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  
(60 years old, Male)

Re-election

Independent  
Officer

External  
Director

Company Shares Owned by the Candidate

100 share

Tenure of Office

2 year (at the conclusion of this Meeting)

Board of Directors Meeting Attendance  
during the Current Fiscal Year

19/19 (100%)



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.
June 2024	Director, Chairman of the Board, Audit and Supervisory Committee Member, Dream Incubator Inc. (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.

\*Mr. Harada is currently the Director of Dream Incubator Inc. and is scheduled to retire from such position at the conclusion of the ordinary general meeting of said company to be held in June 2026.

Conflicts of interest with the Company

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

Our group engaged Dream Incubator Inc. for consulting services in the previous fiscal year; however, since June 2023, Mr. Harada has not been in a position to execute business at the company, and there were no transactions between our group and the company during the 78th consolidated fiscal year. In addition, the average annual amount of transactions during the past three (3) consolidated fiscal years was less than 0.05% of our consolidated sales and less than 0.5% of the company's consolidated sales. Accordingly, there is no concern with respect to his independence.

(Notes)

- 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.
- 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.
- 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.
- During the period from May 2019 to March 2025, which includes the period from July 2019 to July 2022 when Ms. Chizuru Yamauchi was serving as a Director of Nippon Life Insurance Company, the company experienced an incident in which employees seconded from the company to banks and other institutions obtained information from those institutions through inappropriate means and provided it to personnel in charge at the company's Banking Division (the "Incident"). The company announced that it received an order for submission of a report from the Financial Services Agency in July 2025 and submitted reports on the results of its investigation and measures to prevent recurrence. Although Ms. Yamauchi was not aware of the Incident in advance, she regularly implemented initiatives to ensure compliance with laws as a Director of the company.

## 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 (1) 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 (3) 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. In addition, they must not be in violation of Article 335, Paragraph 2 of the Companies Act.
5. For one (1) 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. External audit & supervisory board members must be concurrently serving as officers at no more than three (3) listed companies other than the Company.
8. As a result of elections based on the criteria in 1 to 7, 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)>

Wacoal Holdings Corp. (hereinafter referred to as the "Company") determines that its External Directors (Independent) and External Audit & Supervisory Board Members (Independent) (collectively, the "External Officers") have sufficient independence from the Company when, as a result of investigations conducted by the Company to a reasonably possible extent, they are found not to fall under any of the following items, in addition to meeting the requirements for external officer status prescribed by applicable laws and regulations and the independence standards established by the Tokyo Stock Exchange.

1. Has held a position to execute business(\*) at the Company and any of its 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%;

\*<sup>1</sup> A major client shall mean a supplier or purchaser of Wacoal Group whose average amount of transactions during the current and the past two fiscal years exceeded 2% of the consolidated net sales of Wacoal Group or those of the supplier or purchaser.

\*<sup>2</sup> A major lender shall mean a financial institution or an individual who provides loans to Wacoal Group and whose average amount of outstanding loans during the current and the past two fiscal 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, aside from Director remuneration, 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 during the current and the past two fiscal 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 during the current and the past two fiscal 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 current and the past two fiscal 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 10 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 is 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 and to take on proactive challenges through sound risk-taking, we believe it is important for the Board of Directors to be equipped with the necessary skills.

Directors Candidate No.	Name	● Male ● Female	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	●		●						●		●	●
2	Keisuke Kawanishi	●		●					●	●		●	
3	Katsuya Hirooka	●		●			●	●		●			
4	Tsunehiko Iwai	●	●	●	●			●				●	●
5	Chizuru Yamauchi	●	●	●				●					
6	Hisae Sato	●	●			●	●	●					
7	Koji Nitto	●	●	●		●	●			●			
8	Tetsuro Harada	●	●	●		●	●			●			

(Audit & Supervisory Board Members) Candidate No.	Name	● Male ● Female	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
-	Shinichi Kitagawa	●		●			●			●		●	
-	Katsuhiro Okamoto	●		●						●			●
-	Hitoshi Suzuki	●	●	●		●				●			
-	Motoko Tanaka	●	●				●	●					
-	Harunobu Shiho	●	●	●	●			●					

\*The above list does not cover the entire knowledge and experience of the candidates and 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 for the purposes of strategic business development, creating business opportunities, or building, maintaining and strengthening collaborative relationships associated with these efforts, etc. In holding such cross-shareholdings, the Board of Directors examines and analyzes whether the purpose of holding them is appropriate from a medium to long-term perspective and whether the benefits and risks associated with holding them are commensurate with the cost of capital, and determines whether to continue holding or dispose of them. If any of our cross-shareholdings loses its significance based on the purpose therefor, we dispose of and reduce such cross-shareholding as appropriate after taking into 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 30.0 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 period, we disposed of and reduced 19 stocks amounting to approximately 25.1 billion yen (at market value as of the end of March 2023). However, partly due to an increase in stock prices, the ratio of cross-shareholdings to consolidated net assets as of March 31, 2026 was 19.3%. We plan to reduce our overall cross-shareholdings by approximately 20.0 billion yen (at market value as of the end of March 2026) and to bring the ratio of cross-shareholdings to consolidated net assets to below 15% by the end of fiscal year ending March 2029.

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				
	2022	2023	2024	2025	2026
Number of stocks	65	60	50	45	41
Total balance sheet amount (Millions of yen)	46,000	43,944	47,541	35,588	41,067
Ratio to consolidated net assets	20.3%	20.6%	22.1%	18.3%	19.3%

(Notes) We implement the U.S. Accounting Standards for the fiscal years ended 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.

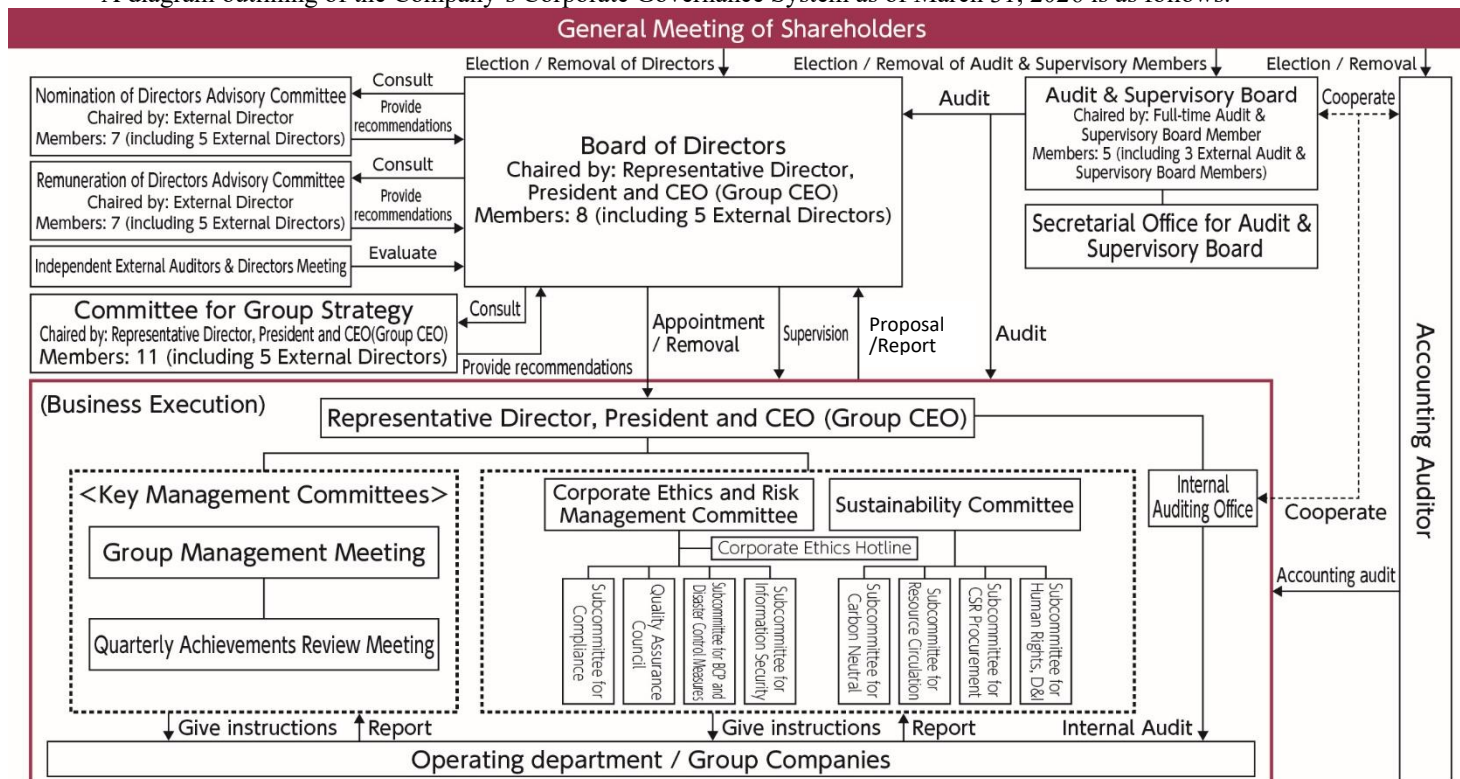
Please access our website below for our Corporate Governance Guidelines, including our basic policy.

<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, 2026 is as follows.



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

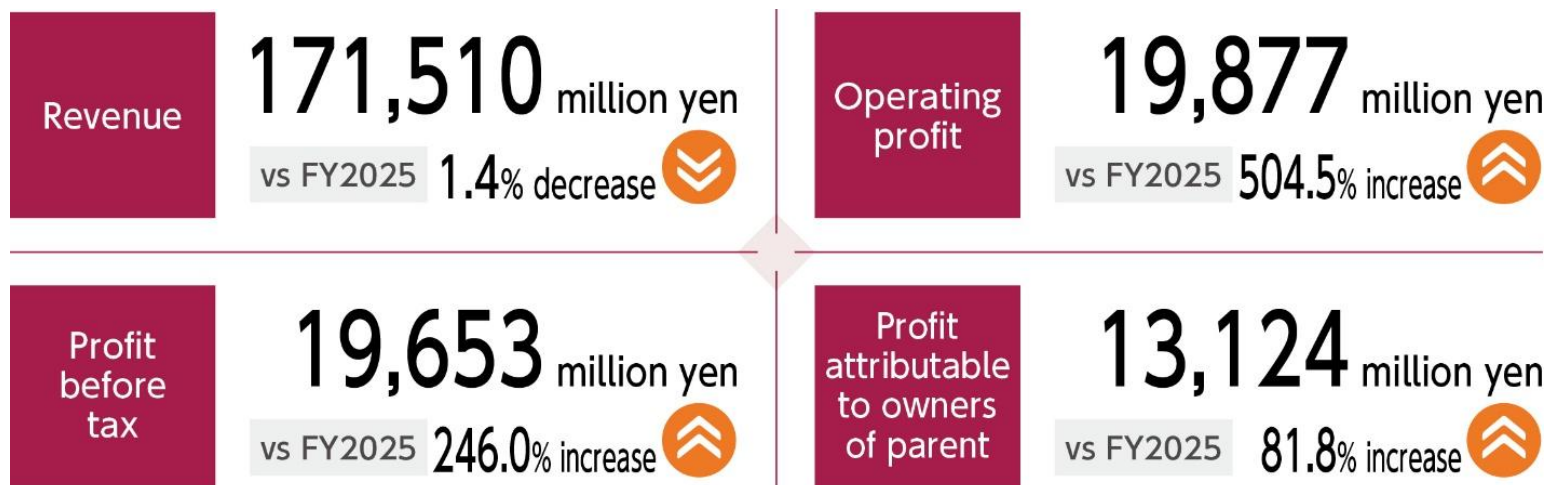
	Outline	Number of Meeting(s) held during fiscal year ended March 2026
Board of Directors	<ul style="list-style-type: none"> <li>● Our Board of Directors is constituted of Directors entrusted by shareholders and makes the best decisions based on fair judgment. In addition, our Board of Directors exercises its supervisory function for the execution of its business and aims to maximize corporate value.</li> <li>● 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.</li> </ul>	19
Nomination of Directors Advisory Committee	<ul style="list-style-type: none"> <li>● 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.</li> <li>● This committee constitutes a quorum with the attendance of a majority of its members and makes decisions by a majority vote of those present.</li> </ul>	9
Remuneration of Directors Advisory Committee	<ul style="list-style-type: none"> <li>● 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.</li> <li>● This committee constitutes a quorum with the attendance of a majority of its members and makes decisions by a majority vote of those present.</li> </ul>	7
Independent External Auditors & Directors Meeting	<ul style="list-style-type: none"> <li>● The meeting attendees, mainly composed of our Independent Officers (External Directors (Independent) and External Audit &amp; 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.</li> </ul>	1
Committee for Group Strategy	<ul style="list-style-type: none"> <li>● The Committee conducts multifaceted and thorough discussions with executives on important matters subject to resolution by the Board of Directors and major management issues, including the Wacoal Group's management philosophy, management policies, medium- to long-term management strategies, core business strategies, and allocation of management resources, with all independent officers in attendance and, where necessary, inviting external advisors and experts, and provides recommendations to the Board of Directors.</li> <li>● They will monitor progresses against the recommendations, and supervise to ensure that timely and appropriate adjustment be made.</li> </ul>	23
Audit & Supervisory Board	<ul style="list-style-type: none"> <li>● The Audit &amp; 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.</li> <li>● The Audit &amp; Supervisory Board develops a system to ensure the effectiveness of audits by each Audit &amp; Supervisory Board Members.</li> </ul>	18

**BUSINESS REPORT**  
**FOR THE PERIOD FROM APRIL 1, 2025 THROUGH MARCH 31, 2026**

**1. STATUS OF GROUP BUSINESS**

**(1) Business Developments and Results**

**(a) Summary of Operations**



During the current fiscal year (April 1, 2025 – March 31, 2026), the domestic business environment is expected to maintain a gradual recovery trend due to improvements in employment and income conditions, as well as the effects of various policies. However, the outlook became uncertain due to fluctuations in financial and capital markets, the escalating tensions in the Middle East, and developments in U.S. trade policies. Outside Japan, while the United States continued to experience a gradual economic expansion, the pace of the economic expansion declined partly due to a slowdown in personal consumption, associated with rising price risks resulting from soaring energy prices and supply constraints. Europe saw signs of recovery, particularly in export-related sectors; however, soaring energy prices became a headwind, and this recovery remained gradual. In China, while there were signs of recovery partly due to policy effects, the recovery in personal consumption is somewhat slow. As such, the economic conditions surrounding us have become varied across different regions.

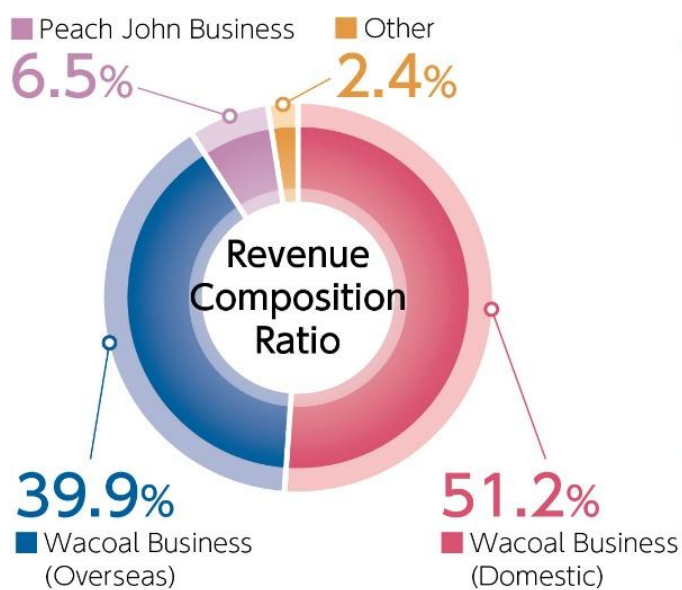
Under such circumstances, our group has continued to promote the initiatives of “business model reforms to improve profitability,” “growth strategy to achieve VISION2030,” “introducing of return on invested capital (“ROIC”) management” and “promoting of asset reduction.” In Japan, the core brand “WACOAL” shifted to a recovery trend in the second half of the year due to the effects of certain initiatives. Additionally, the high-priced “Salute” brand saw strong performance with its revival line chosen by customer votes, significantly surpassing the previous year’s levels. These results reflect the success of product and promotion strategies. Additionally, the conditioning wear brand “CW-X,” maintained strong performance. The increased exposure from Shohei Ohtani wearing the products contributed to this success, with significant growth seen in arm supporters. As part of our customer strategy, our “Bra Recommendations Based on Body Type,” which we began offering on our own ecommerce website in July 2025, surpassed a cumulative total of 500,000 unique users by March 31, 2026, providing a personalized shopping experience to many customers. Outside Japan, the Bravissimo Group Limited (the “Bravissimo Group”) in the United Kingdom, which was affected by a logistics warehouse fire in June 2025, worked towards an early recovery of its logistics system. It gradually resumed shipping orders from our e-commerce website in September, and by February, the affected logistics warehouse was completely restored. Additionally, in the United States, aiming to expand sales, capture market share in the plus-size segment, and improve profitability, we decided to acquire Glamorise Foundations, Inc. (“Glamorise”) through Wacoal Direct Corp., a subsidiary of Wacoal International Corp. (U.S.), on March 30, 2026. Glamorise is a brand specializing in the plus-size segment and holds a different market position from Wacoal International Corp. (U.S.). Additionally, a significant portion of its sales comes from the e-commerce channel, which will accelerate the growth of our e-commerce business in the United States. The impact of this acquisition on the consolidated financial results for the current fiscal year is immaterial. In addition, we continued striving to improve asset efficiency by selling the Shin-Kyoto Building and repurchasing treasury stock, among other measures.

With respect to revenue, in addition to stagnant sales from our women’s innerwear products in major countries, following a reevaluation of our business portfolio from the previous fiscal year to the current fiscal year, and as a result of selling some of our underperforming businesses, there was a negative impact on revenue in the current fiscal year. In terms of profits, our gross profit margin improved due to a higher retail sales ratio resulting from the handling of underperforming businesses and the acquisition of the Bravissimo Group, as well as cost control measures implemented at each operating company. While the gain on sale of property, plant and equipment related to the sale of the Shin-Kyoto Building (19,545 million yen), as described above, contributed to an increase in operating profit, we reevaluated the value in use of the goodwill related to Wacoal Europe Ltd. in light of slowing market growth and pressure on operating profit due to U.S. tariffs and an increase in selling, general and administrative expenses caused by inflation, and recorded an impairment charges of 1,006 million yen.

As a result of the above, for the current fiscal year, consolidated revenue was 171,510 million yen (a decrease of 1.4% as compared to the previous fiscal year), consolidated business loss was 461 million yen (as compared to a business loss of 3,437 million yen for the previous fiscal year), consolidated operating profit was 19,877 million yen (an increase of 504.5% as compared to the previous fiscal year), consolidated profit before tax was 19,653 million yen (an increase of 246.0% as compared to the previous fiscal year), and consolidated profit attributable to owners of parent was 13,124 million yen (an increase of 81.8% as compared to the previous fiscal year).

The key exchange rates used for the current fiscal year (the previous fiscal year) were: 150.77 yen (152.58 yen) to the U.S. dollar; 202.10 yen (194.61 yen) to the Pound sterling and 21.25 yen (21.10 yen) to the Chinese yuan.

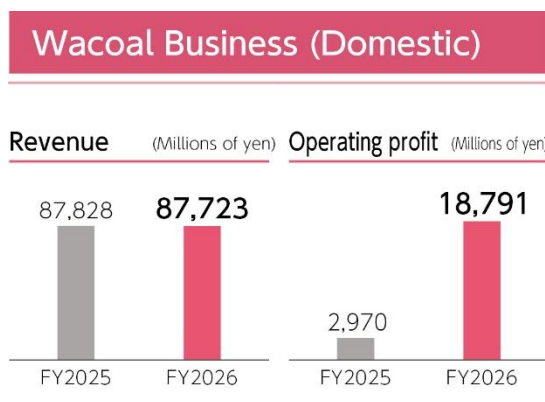
The following is a summary of revenue by reporting segment.



▶ Reporting Segment Information

	Revenue (Millions of yen)	vs FY2025 (%)
Wacoal Business (Domestic)	87,723	99.9
Wacoal Business (Overseas)	68,468	101.8
Peach John Business	11,144	106.4
Other	4,175	49.9
<b>Total</b>	<b>171,510</b>	<b>98.6</b>

(Note) IFRS 8 Operating Segment has been applied in our Segment Information.



**Revenue** 87,723 million yen vs FY2025 0.1% decrease

**Operating profit** 18,791 million yen vs FY2025 532.7% increase

**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

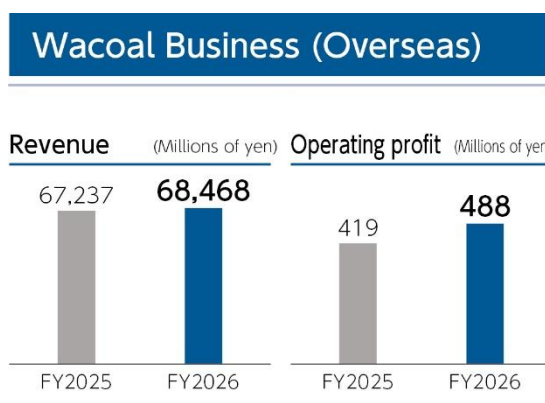
**Core Products**  
Innerwear (foundation, lingerie and nightwear), outerwear, sportswear, other textile-related products, etc.

During the current fiscal year, results varied across brands, business segments, and channels. Wacoal Corp., our core business company, was affected by the closing of physical stores and a decrease in customer visits. However, its revenue exceeded that of the previous fiscal year due to the growth of its e-commerce business and the success of product and promotional strategies for certain brands. On the other hand, the sluggish performance of our sales companies, Unenana Cool Corp. and Linge Noel Co., Ltd., impacted the segment overall, resulting in revenue falling below the level of the previous fiscal year.

With respect to brand trends, sales from “CW-X” brand, which strengthened promotions and expanded the number of stores, “GOCOCi” brand, which mainly offers wireless bras, and “Wing” brand, whose “Synchro Bra Top” continues to receive positive feedback, and the high-priced “Salute” brand all exceeded the levels of the previous fiscal year. “WACOAL,” which underwent rebranding in the previous fiscal year, also began to show signs of recovery from the second half of the fiscal year. Furthermore, sales in the SPIRAL Business grew, driven by strong performance from new store openings. On the other hand, sales from “AMPHI” brand, which mainly operates directly managed stores, as well as from Unenana Cool Corp., Linge Noel Co., Ltd., and our nightwear products which are mainly sold at department stores, remained stagnant due to the impact of store closures, downsizing of sales floor space, and a decline in the number of customers visiting retail stores.

By sales channel, while the impact of store closures of wholesale customers is on a declining trend, sales continue to be sluggish due to the significant impact of a decline in the number of customers visiting physical stores. On the other hand, sales from both our own e-commerce websites and third-party e-commerce websites continue to achieve strong growth, which compensates for the struggles faced by physical stores.

As a result of the above, revenue attributable to our “Wacoal Business (Domestic)” segment was 87,723 million yen (a decrease of 0.1% as compared to such revenue for the previous fiscal year). Operating profit significantly increased to 18,791 million yen (an increase of 532.7% as compared to such operating profit for the previous fiscal year), due to the gain on sale of property, plant and equipment related to the sale of the Shin-Kyoto Building.



**Revenue** 68,468 million yen vs FY2025 1.8% increase

**Operating profit** 488 million yen vs FY2025 16.5% increase

**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

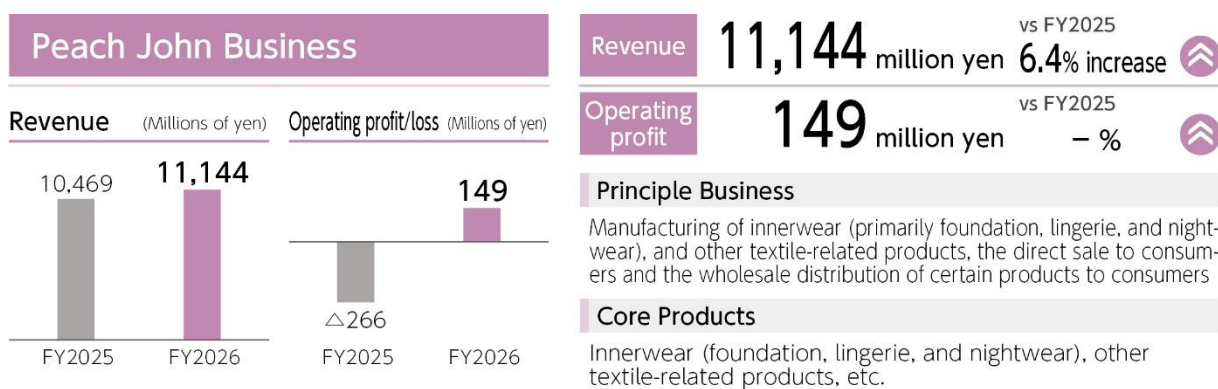
**Core Products**  
Innerwear (foundation, lingerie and nightwear), outerwear, sportswear, other textile-related products, etc.

During the current fiscal year, revenue from Wacoal International Corp. (U.S.) fell below the level of the previous fiscal year due to market shrinkage for physical stores, in addition to the growth of the e-commerce business being less than expected. By sales channel, sales from our stores in department stores continued to face challenges due to the impact of store closures by major wholesale customers. While sales to consumers remained strong, ecommerce delivery was sluggish due to severe purchase restraints on major e-commerce platforms. Since the tariff rate on brassiere imports from the Dominican Republic, our main production base, was reduced to 0% effective at the end of February 2026, the impact of soaring costs resulting from tariffs has been declining since then.

Revenue from Wacoal Europe Ltd. increased from the level of the previous fiscal year due to the contribution of sales from the Bravissimo Group, which we acquired in September 2024. A fire at a logistics warehouse in June 2025 led to a negative impact on revenue. However, this logistics warehouse is covered by fire insurance, and the insurance payments covered the majority of not only the physical loss and damage to property such as inventory and buildings, but also the lost profits resulting from the suspension of shipments and inventory shortages.

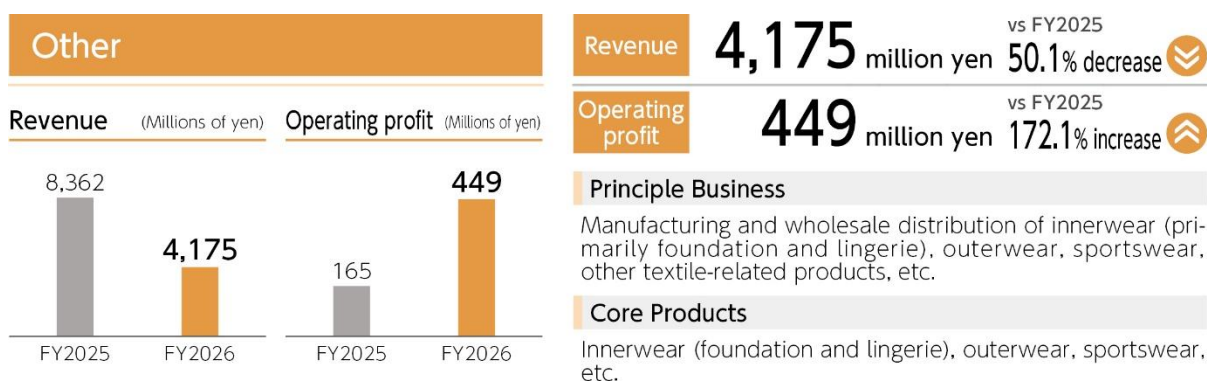
Wacoal China Co., Ltd. continued to face challenging conditions at both our retail stores and e-commerce websites due to consumers’ growing price sensitivity. We have been renovating stores to update the storefront image and promoting full-price sales to improve profit margins and highlight our brand value among other initiatives, and have achieved some success; however, these measures have not yet yielded the desired results, and sales were lower than the previous fiscal year.

As a result of the above, revenue attributable to our “Wacoal Business (Overseas)” segment was 68,468 million yen (an increase of 1.8% as compared to such revenue for the previous fiscal year). Operating profit was 488 million yen (an increase of 16.5% as compared to such operating profit for the previous fiscal year) due to recording one-time expenses related to the acquisition of Glamorise and an impairment charges on goodwill related to Wacoal Europe Ltd.



During the current fiscal year, our communication measures and product strategies focused on strengthening the acquisition of new customers continued to be effective from the previous fiscal year, leading to growth in sales across all sales channels, particularly in e-commerce. In terms of products, sales from our standard products such as the “Nice Body Bra” series drove overall sales, and the “Ribbon Motif Bra” and nightwear, which featured celebrities for the autumn/winter season, also expanded steadily. In addition, discount sales remained strong, helping to underpin overall performance.

As a result of the above, revenue attributable to our “Peach John” segment was 11,144 million yen (an increase of 6.4% as compared to such revenue for the previous fiscal year). Operating profit was 149 million yen (as compared to an operating loss of 266 million yen for the previous fiscal year).



Revenue attributable to our “Other” business segment was 4,175 million yen (a decrease of 50.1% as compared to such revenue for the previous fiscal year) due to the exclusion of Nanasai Co., Ltd. and Lecien Corporation from the scope of our consolidation. On the other hand, operating profit significantly increased to 449 million yen (an increase of 172.1% as compared to such operating profit for the previous fiscal year) due to the contribution of certain business transfers at our consolidated subsidiary.

**(b) Financing**

There were no significant items to be noted for financing activities during the current consolidated fiscal year.

**(c) Capital Expenditures**

The total amount of capital expenditures during fiscal year 2026 was 4,129 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**

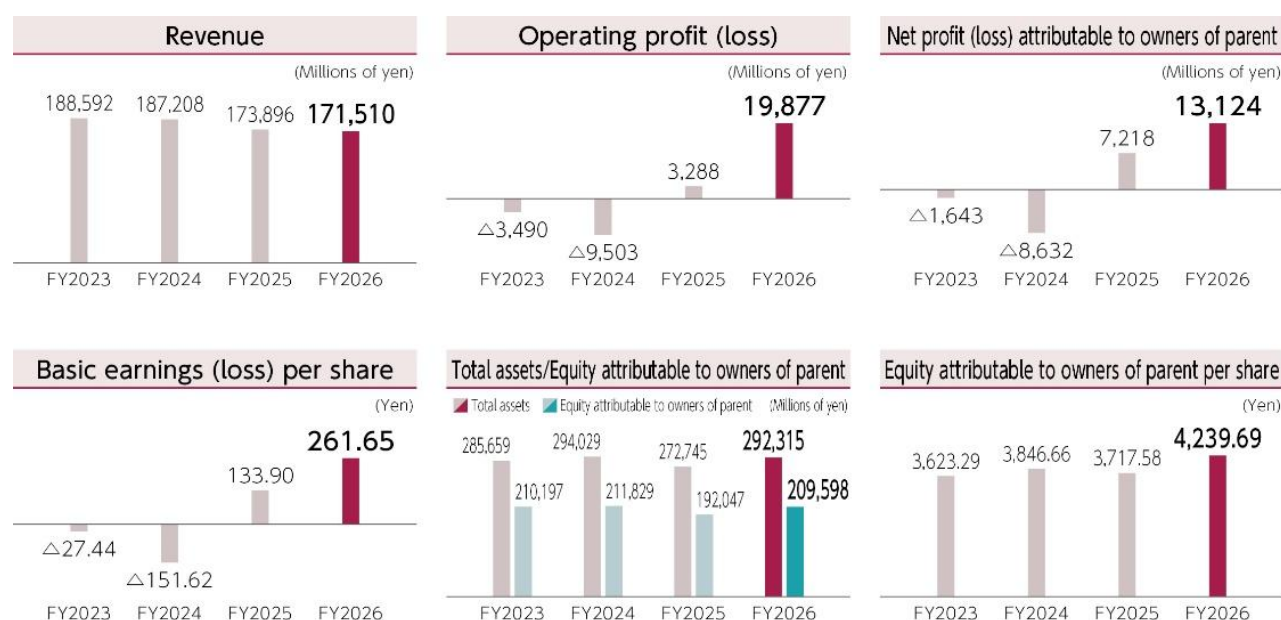
The Company transferred all shares of its wholly owned subsidiary Lecien Corporation to TANAAKK K.K. with the effective date of April 1, 2025.

(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	Fiscal year ended/as of March 31,			
	2023	2024	2025	2026
Revenue	188,592	187,208	173,896	171,510
Operating profit (loss)	(3,490)	(9,503)	3,288	19,877
Net profit (loss) attributable to owners of parent	(1,643)	(8,632)	7,218	13,124
Basic earnings (loss) per share (yen)	(27.44)	(151.62)	133.90	261.65
Total assets	285,659	294,029	272,745	292,315
Equity attributable to owners of parent	210,197	211,829	192,047	209,598
Equity attributable to owners of parent per share (yen)	3,623.29	3,846.66	3,717.58	4,239.69

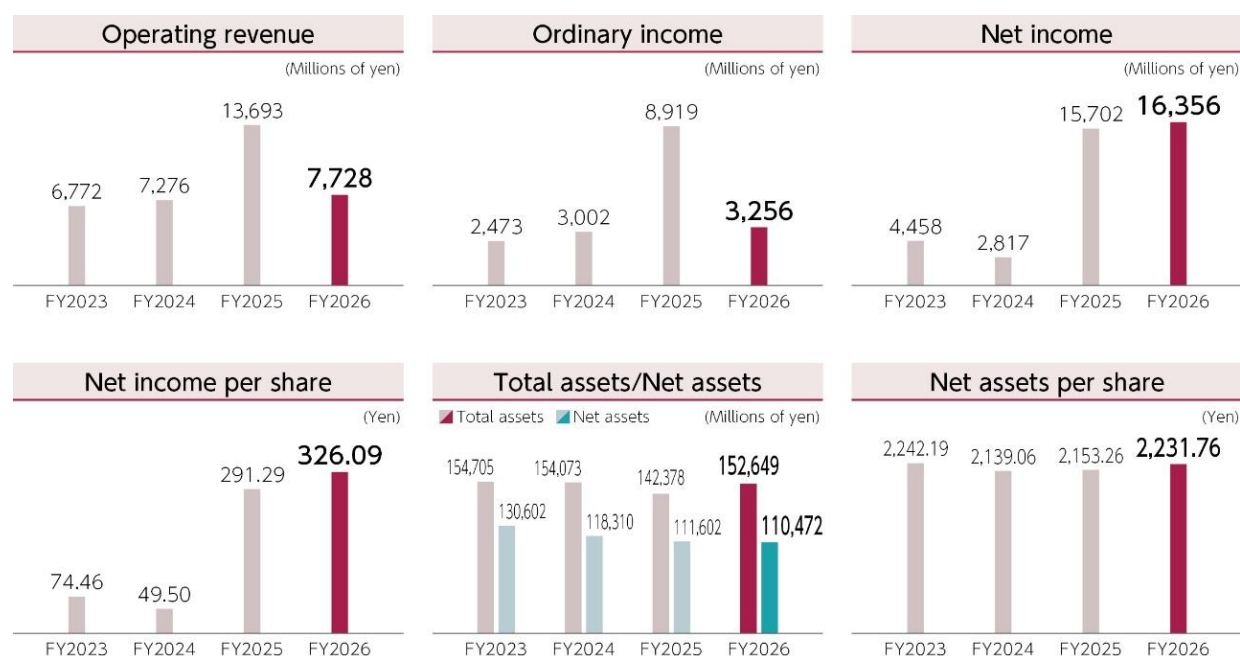


- (Notes)
1. The consolidated financial statements are prepared in accordance with IFRS based on Paragraph 1, Article 120 of the Company Calculation Rules.
  2. Changes in state of assets and profit (loss) are presented in accordance with the terms used under IFRS.
  3. Basic earnings (loss) per share 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.
  6. The measurement period adjustments related to business combinations have been completed for the fiscal year ended March 31, 2026, and amounts related to the fiscal year ended March 31, 2025 have reflected the result of such measurement period adjustments.

(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,			
	2023	2024	2025	2026
Operating revenue	6,772	7,276	13,693	7,728
Ordinary income	2,473	3,002	8,919	3,256
Net income	4,458	2,817	15,702	16,356
Net income per share (yen)	74.46	49.50	291.29	326.09
Total assets	154,705	154,073	142,378	152,649
Net assets	130,602	118,310	111,602	110,472
Net assets per share (yen)	2,242.19	2,139.06	2,153.26	2,231.76



- (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: Transformation of the business structure in response to changes in the market environment**

The women's innerwear market is contracting due to demographic changes and diversifying consumer behavior. In addition, the competitive landscape is intensifying and purchasing channels are undergoing transformation. In our mainstay innerwear business under this business environment, we will seek to transition to an appropriate business structure aligned with market size rather than assuming that growth will return. We will furthermore drive transformation toward a business model that generates profit by delivering value distinctive to the Wacoal Group leveraging our strengths, which include the technologies and knowledge we have amassed thus far as well as our holdings of anthropometric data. Specifically, we will redefine our business domain from "innerwear" previously to anthropometric data-driven "empowerment solutions" and strengthen our delivery of solutions offering high added value.

#### **(ii) Japan: Continuation of cost structure reform for improving profitability**

In order to restore basic earning power, we will continue a radical cost structure reform. With respect to pricing, we will stabilize and improve our gross profit margins by optimizing prices while minimizing the impact on sales, taking into account cost trends such as raw material expenditures and demand patterns. We will also review our production system and procurement practices in seeking to mitigate the impact of structural increases in manufacturing costs while also reducing losses attributable to returns and other factors and improving operational efficiency by increasing the proportion of standard and continued products. We will rigorously implement selection and concentration through these initiatives in aiming to achieve an optimal cost structure that addresses changes in the business environment.

#### **(iii) Japan: Enhancement of brand and customer strategies leveraging digital technology and our own strengths**

We will promote thorough "customer-centric" brand management and continuously work to cultivate brands with clear and appealing value propositions. In addition, we will 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 purchasing data of our "Wacoal Members" membership service, as well as customer feedback and insights derived from sales staff's customer service, thereby using such insights to upgrade the customer experience. Furthermore, we will leverage 3D measurement services and apps in addition to consulting services provided by our sales staff in delivering customer experience that combines in-store and online interactions. We will also strengthen our deployment of reservation and ordering services through our own e-commerce platform to retail stores. Through such initiatives, we will strive to improve customer experience across a variety of touchpoints.

#### **(iv) Overseas: Strengthening the business operating structure for the purpose of enhancing Group management**

We will reorganize operations in transitioning from the former Global Operations Div. into a two-division structure consisting of the "Europe and the Americas Operations Div." and the "China and Asia Operations Div." directly under the Representative Director of Wacoal Holdings Corp.. This will accelerate the process from decision-making to execution while also promoting stronger governance and monitoring. In the United States, we will steadily execute PMI with Glamorise Foundations, Inc. acquired in April 2026, while also expanding e-commerce and developing growth brands with a focus on the CW-X brand. In Europe, we will maximize synergies with Bravissimo Group Limited acquired in September 2024, and strive to strengthen our growth foundation through new channel development and e-commerce expansion. In China, we will rigorously implement store profit and loss management and deal with unprofitable stores. At the same time, we will seek to improve operational efficiency through a review of functions and structures aligned with sales volume as well as cost controls.

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

The Wacoal Group has introduced ROIC management in order to improve capital efficiency and realize a lean corporate structure. We will endeavor to continuously improve corporate value by using ROIC as an indicator for managing company-wide financial targets, while also positioning it as a means for performance management that accurately measures results, quantitatively linking improvement activities on the ground with improvements in earning power and capital efficiency as expected by our investors and other stakeholders, and elevating the effectiveness of management controls.

#### **(vi) Other issues**

We recognize the increasing severity of climate change and other environmental issues as well as human rights issues, which calls for appropriate action and preventative measures. The Wacoal Group will continue endeavoring to address increasingly complex and diverse social issues as a future "growth opportunity," while promoting "sustainability management" to achieve both "resolution of social issues" and "sustainable growth" through our business. We will endeavor to improve corporate value by seeking "to resolve social issues" on the one hand and "to achieve sustainable growth" on the other hand through our steady promotion of initiatives for "maximizing 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.	N.Y., U.S.A.	20,000	*100.0%	Investment in subsidiaries
Wacoal America, Inc	N.Y., 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, U.K.	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) Shareholding ratio of "Percentage owned" with "\*" includes indirect ownership.

**(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) 152,649

**(6) Major Lenders (as of March 31, 2026)**

Name of Lender	Amount of Borrowings (Millions of yen)
MUFG Bank, Ltd.	3,890
The Bank of Kyoto, Ltd.	2,890
The Shiga Bank, Ltd.	1,000

## 2. OFFICERS

### (1) Directors and Audit and Supervisory Board Members (as of March 31, 2026)

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 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	
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 user review committee for “Innovation of Inclusive Community Platform,” Cross-ministerial Strategic Innovation Promotion Program (SIP) of National Institutes of Biomedical Innovation, Health and Nutrition; Member of stage-gate evaluation committee for “Innovation of Inclusive Community Platform,” Crossministerial Strategic Innovation Promotion Program (SIP) of National Institutes of Biomedical Innovation, Health and Nutrition
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	Hitoshi Suzuki	
Audit and Supervisory Board Member	Motoko Tanaka	Managing Partner of Tanaka CPA Office; External Director, Audit & Supervisory Committee Member of TOWA Corporation
Audit and Supervisory Board Member	Harunobu Shiho	Partner at Miyake Imai Ikeda Law Office; Secretary of the Japanese Association for Business Recovery

- (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. Hitoshi Suzuki, Ms. Motoko Tanaka and Mr. Harunobu Shiho 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, Mr. Koji Nitto and Mr. Tetsuro Harada, our External Directors (Independent), and Mr. Hitoshi Suzuki, Ms. Motoko Tanaka and Mr. Harunobu Shiho, 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))	206 (55)	159 (55)	- (-)	47 (-)	- (-)	8 (5)
Audit and Supervisory Board Members (of which is related to External Audit and Supervisory Board Members (Independent))	62 (21)	62 (21)	- (-)	- (-)	- (-)	6 (4)
Total (of which is related to External Officers)	269 (76)	222 (76)	- (-)	47 (-)	- (-)	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 77th Ordinary General Meeting of Shareholders held on June 25, 2025.  
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, 2026” in “Materials for the 78th 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 return on invested capital (ROIC) and consolidated operating profit. The reason for selecting these indicators is to achieve both the results of business activities and capital efficiency and to promote the penetration of ROIC management, as well as to further 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"> <li>- to be determined by each position</li> <li>- 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</li> <li>- 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</li> </ul>	<ul style="list-style-type: none"> <li>- fixed monthly compensation</li> <li>- specific details to be determined by the Board of Directors based on the reports prepared by the Remuneration of Directors Advisory Committee</li> </ul>
Performance-based bonus (performance-based compensation)	<ul style="list-style-type: none"> <li>- 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</li> </ul>	<ul style="list-style-type: none"> <li>- to be paid once a year after approval at the general meeting of shareholders for the relevant fiscal year</li> <li>- 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</li> </ul>
Restricted Stock (non-monetary compensation)	<ul style="list-style-type: none"> <li>- 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</li> <li>- allotted shares will be subject to transfer restriction during the period from the date allotted shares are granted</li> </ul>	<ul style="list-style-type: none"> <li>- to be allotted after election as Director at the Ordinary General Meeting of shareholders held once a year</li> <li>- the number of shares allotted to be determined at a Board of Directors meeting</li> </ul>

	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
	<ul style="list-style-type: none"> <li>until the date such Director, Audit and Supervisory Board Member or Corporate Officer designated by the Company retires from their position</li> <li>- 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</li> <li>- 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</li> </ul>	
Performance Share Unit (non-monetary compensation)	<ul style="list-style-type: none"> <li>- 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</li> <li>- 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</li> <li>- 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</li> <li>- the Company may repurchase all of the allotted shares bearing transfer restrictions as a result of a breach of Performance Share Unit Allotment Agreement without consideration</li> </ul>	<ul style="list-style-type: none"> <li>- 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</li> <li>- 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</li> <li>- decisions on the items above and in the left column to be made based on the report of Remuneration of Directors Advisory Committee</li> </ul>

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. The Remuneration of Directors Advisory Committee is chaired by an Independent External Director, and the majority of its members shall be Independent External Directors. This committee constitutes a quorum with the attendance of a majority of its members and makes decisions by a majority vote of those present, thereby ensuring a high level of transparency and fairness in its operations.

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 determined through deliberation.

(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)**

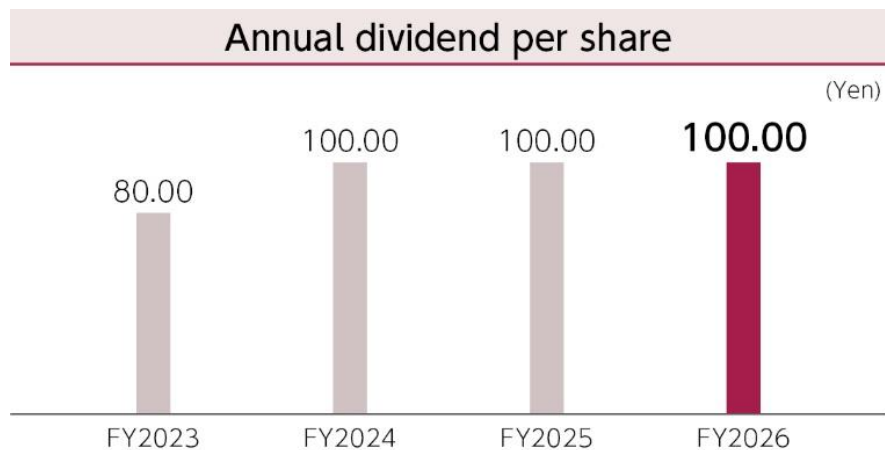
Category	Name	Main Activities
Director	Tsunehiko Iwai	Mr. Iwai has attended all 19 Board of Directors' meetings held during the current fiscal year and has expressed his opinions on the proposals and/or discussions based on his comprehensive knowledge and experience in the field of technology and overall 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 19 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 19 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 19 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 19 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 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	Hitoshi Suzuki	Mr. Hamamoto has attended all 19 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 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 19 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.
Audit and Supervisory Board Member	Harunobu Shiho	Mr. Shiho has attended all 15 Board of Directors' meetings and all 13 Audit and Supervisory Board's meetings held after her appointment on June 25, 2025, 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.

### 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 14, 2026 that the year-end dividend for the current fiscal year is 50.00 yen per share and the effective date is June 5, 2026. 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, 2026	Reference: Current Consolidated Fiscal Year as of March 31, 2025
<b>ASSETS</b>		
<b>Current assets:</b>	<b>119,613</b>	<b>99,893</b>
Cash and cash equivalents	44,170	23,419
Trade and other receivables	17,441	16,835
Other financial assets	2,061	2,007
Inventories	51,112	50,226
Other current assets	4,829	7,406
<b>Non-current assets:</b>	<b>172,702</b>	<b>172,852</b>
Property, plant and equipment	35,290	43,252
Right-of-use assets	11,912	12,398
Goodwill	15,497	15,199
Intangible assets	11,061	12,323
Investment property	1,601	1,634
Investments accounted for using equity method	19,787	20,064
Other financial assets	47,298	42,022
Retirement benefit assets	22,300	18,399
Deferred income taxes	7,322	6,879
Other non-current assets	634	682
<b>Total assets</b>	<b>292,315</b>	<b>272,745</b>

(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, 2026	Reference: Previous Consolidated Fiscal Year as of March 31, 2025
<b>LIABILITIES</b>		
<b>Current liabilities:</b>	<b>45,155</b>	<b>50,048</b>
Borrowings	6,821	11,915
Lease liabilities	4,691	4,704
Trade and other payables	12,406	15,778
Other financial liabilities	825	916
Income taxes payable	7,218	3,019
Other current liabilities	13,194	13,716
<b>Non-current liabilities</b>	<b>34,715</b>	<b>27,577</b>
Borrowings	5,443	2,554
Lease liabilities	7,357	7,924
Retirement benefit liability	1,320	1,621
Deferred income taxes	19,325	14,185
Other non-current liabilities	1,270	1,293
<b>Total liabilities</b>	<b>79,870</b>	<b>77,625</b>
<b>EQUITY</b>		
<b>Common stock</b>	<b>13,260</b>	<b>13,260</b>
<b>Additional paid-in capital</b>	<b>140</b>	<b>4,311</b>
<b>Retained earnings</b>	<b>162,625</b>	<b>153,808</b>
<b>Other components of equity</b>	<b>49,360</b>	<b>38,636</b>
<b>Treasury stock, at cost</b>	<b>(15,787)</b>	<b>(17,968)</b>
<b>Total equity attributable to owners of parent</b>	<b>209,598</b>	<b>192,047</b>
<b>Noncontrolling interests</b>	<b>2,847</b>	<b>3,073</b>
<b>Total equity</b>	<b>212,445</b>	<b>195,120</b>
<b>Total liabilities and equity</b>	<b>292,315</b>	<b>272,745</b>

- (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, 2025 to March 31, 2026)	Reference: Previous Consolidated Fiscal Year (From April 1, 2024 to March 31, 2025)
Revenue	171,510	173,896
Cost of sales	(73,279)	(76,452)
Selling, general and administrative expenses	(98,692)	(100,881)
Other income	24,080	11,211
Other expenses	(3,742)	(4,486)
<b>Operating Profit</b>	<b>19,877</b>	<b>3,288</b>
Finance income	2,075	2,170
Finance costs	(785)	(591)
Share of profit of investments accounted for using equity method	540	828
Impairment charges of investments accounted for using equity method	(2,054)	(15)
<b>Profit before tax</b>	<b>19,653</b>	<b>5,680</b>
Income tax expense	(6,712)	1,337
<b>Profit</b>	<b>12,941</b>	<b>7,017</b>
Profit attributable to:		
<b>Owners of parent</b>	<b>13,124</b>	<b>7,218</b>
Noncontrolling interests	(183)	(201)

- (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.

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