NOTICE OF THE 69TH ORDINARY GENERAL MEETING

OF SHAREHOLDERS

TO BE HELD IN KYOTO, JAPAN ON JUNE 29, 2017

DATE

THURSDAY, JUNE 29, 2017 AT 10:00 A.M. (RECEPTION WILL OPEN AT 9 A.M.)

PLACE

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

MATTERS TO BE RESOLVED

AGENDA ITEM NO.1:	**SHARE CONSOLIDATION**
AGENDA ITEM NO.2:	**PARTIAL AMENDMENTS TO THE ARTICLES OF INCORPORATION**
AGENDA ITEM NO.3:	**ELECTION OF SEVEN DIRECTORS**
AGENDA ITEM NO.4:	**ELECTION OF ONE AUDIT & SUPERVISORY BOARD MEMBER**
AGENDA ITEM NO.5:	**PAYMENT OF OFFICERS' BONUSES**

(This is a translation from the original notice in the Japanese language dispatched to shareholders in Japan.)

WACOAL HOLDINGS CORP.
(CODE NUMBER: 3591)

KYOTO, JAPAN

Code Number: 3591

June 5, 2017

TO OUR SHAREHOLDERS

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

Yoshikata Tsukamoto
Representative Director

NOTICE OF THE 69TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

This is to inform you that the 69th ordinary general meeting of shareholders of Wacoal Holdings Corp. ("the Company") will be held as described below.

You are cordially invited to attend the meeting.

IF YOU ARE UNABLE TO ATTEND THE MEETING, WE WOULD LIKE TO REQUEST THAT YOU CAREFULLY EXAMINE THE REFERENCE MATERIALS SET FORTH BELOW AND MAIL OR CAST YOUR BALLOT ONLINE SHOWING YOUR CONSENT OR DISSENT SO THAT WE RECEIVE IT NO LATER THAN JUNE 28, 2017 (WEDNESDAY) at 5:30 p.m.

Particulars

1. Date: Thursday, June 29, 2017 at 10:00 a.m. (Reception opens 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. Purpose of Meeting:

Matters to be reported:

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 69th fiscal year from April 1, 2016 through March 31, 2017

2. Presentation of the Non-Consolidated Financial Statements for the 69th fiscal year from April 1, 2016 through March 31, 2017

Matters to be resolved:

Agenda Item No. 1: Share Consolidation

Agenda Item No. 2: Partial Amendments to Articles of Incorporation

Agenda Item No. 3: Election of Seven Directors

Agenda Item No. 4: Election of One Audit & Supervisory Board Member

Agenda Item No. 5: Payment of Officers' Bonuses

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1. The "Notes to the Consolidated Financial Statements" and the "Notes to the Non-Consolidated Financial Statements" are not included in this Notice as attachments, but are provided and posted on the Company's website (*) pursuant to the provisions of the applicable laws and regulations and Article 15 of our Articles of Incorporation.

   The consolidated financial statements and the non-consolidated financial statements audited by the Audit & Supervisory Board Members and the Independent Auditor include the "Notes to the Consolidated Financial Statements" and the "Notes to the Non-Consolidated Financial Statements" that are posted on the Company's website, in addition to the matters stated in this Notice as attachments.

2. Any amendments to the reference materials, Business Report, Non-Consolidated Financial Statements and Consolidated Financial Statements will be posted and announced on the Company's website (*).

3. We will not send shareholders a notice concerning the results 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.

   (*) Company's website: http://www.wacoalholdings.jp/ir/soukai.html

4. Please kindly note that light clothing is encouraged for this meeting as our officers and staff members will be wearing "Cool Biz" attire as a part of a power-saving campaign at this meeting.

5. Please be advised that a souvenir will be provided and distributed to all shareholders attending this meeting. Each shareholder will receive only one souvenir item despite the number of the voting rights exercise form that each shareholder will bring at this meeting.

REFERENCE MATERIALS

Agenda and Reference Matters

Agenda Item No. 1: Share Consolidation

1. Purpose of consolidation

The Company will conduct a share consolidation to address the determination by all Japanese stock exchanges, including the Tokyo Stock Exchange, that the minimum trading unit of common stock for domestically listed companies to be uniformly set at 100 shares on or prior to October 1, 2018. The Company will implement a share consolidation pursuant to which two (2) shares will be consolidated into one (1) share in order to bring the Company's unit trading price to a level desired by the stock exchanges in Japan (at least 50,000 yen and less than 500,000 yen), as well as to adjust the trading unit to an appropriate level taking into consideration mid- and long-term stock price fluctuations. The Company will also reduce the total number of shares authorized to be issued from 500 million shares to 250 million shares based on the ratio of the share consolidation.

2. Share Consolidation ratio

The Company will consolidate two (2) shares into one (1) share of common stock.

If any fractional shares occur as a result of the share consolidation, the Company will collectively purchase all such fractional shares and distribute the proceeds to each of the shareholders holding fractional share(s) in proportion to the number of fractional share(s) held by each of such shareholders, pursuant to the provisions of the Companies Act.

3. Effective Date of the Share Consolidation

October 1, 2017

4. Total Number of Shares Authorized on the Effective Date

250 million shares

5. Miscellaneous

Subject to the approval of the Agenda item No.2 "Partial Amendments to Articles of Incorporation" at the Ordinary General Meeting of Shareholders, the share consolidation will be effective.

We kindly ask that all other required procedures be left to the discretion of the Board of Directors.

Agenda Item No. 2: Partial Amendments to Articles of Incorporation

1. Purpose of Amendments

1) In order to enable the Company's subsidiaries to expand business, item 1-(3) of Article 2 (Purpose) shall be amended to add sales of food and alcohol.

2) In order to enable the Company's subsidiaries to enter into a new market, item 1 of Article 2 (Purpose) shall be amended to add management, operation and administration of hotels as a business purpose.

3) Subject to the approval of the original Agenda item No. 1 "Share Consolidation," the provisions of Article 6 (Total Number of Authorized Shares) shall be amended to reduce the total number of shares authorized to be issued based on the consolidation ratio, and Article 7 (Number of Shares Constituting One Unit) shall also be amended to change the number of shares in one unit of shares from 1,000 shares to 100 shares. A supplementary provision stating that the amendment proposed above will be effective as of October 1, 2017, which is the effective date of share consolidation set forth in Agenda item No. 1, will be added. The supplementary provision will be deleted after the effective date passes.

4) "Act for Partial Revision of the Companies Act" (Act No. 90 of 2014) enforced on May 1, 2015 expands the scope of directors and auditors with whom the Company can enter into limited liabilities agreements. Pursuant to this revision, Article 28 (Agreement on the Limitation of Liability between Outside Directors) and Article 36 (Agreement on the Limitation of Liability between Outside Corporate Auditors) shall be amended.
For the Proposed Amendment to Article 28, the Company has received consent from each Audit & Supervisory Board Member.

5) In order to enhance the opportunity to distribute profits to the Company's shareholders, paragraph 2 of Article 39 (Record Date for Allocation of Surplus) shall be amended to add the record date for the interim dividend.

6) In addition to the above, the Company will also insert, delete, amend, or revise provisions or language as necessary.

2. Details of the Amendment of the Articles of Incorporation

The details of the amendment shall be as follows:

(Parts to be amended are underlined.)

Current Provision	Proposed Amendment
Article 2. Purpose The purpose of the Company shall be to engage in the following businesses: 1. To control and manage the business activities of the companies which are engaged in the following businesses by holding the shares of such companies: (1) - (2) *(Omitted)* (3) manufacture and sale of cosmetics, soap, cleansers, medical supplies and quasi-drugs and <u>sale of health foods</u>; (4) - (23) *(Omitted)* *(Newly Added)*	**Article 2. Purpose** The purpose of the Company shall be to engage in the following businesses: 1. To control and manage the business activities of the companies which are engaged in the following businesses by holding the shares of such companies: (1) - (2) *(Same as present)* (3) manufacture and sale of cosmetics, soap, cleansers, medical supplies and quasi-drugs and <u>sale of health foods, other foods and alcohol;</u> (4) - (23) *(Same as present)* <u>(24) management, operation and administration of hotels;</u>
Current Provision	Proposed Amendment

(24) investments incidental to Items (1) through (23) above; and (25) any and all business incidental or related to Items (1) through (24) above.	(25) investments incidental to Items (1) through (24) above; and (26) any and all business incidental or related to Items (1) through (25) above.
Article 6. Total Number of Authorized Shares The total number of shares authorized to be issued by the Company shall be five hundred million (500,000,000) shares.	**Article 6. Total Number of Authorized Shares** The total number of shares authorized to be issued by the Company shall be two hundred and fifty million (250,000,000) shares.
Article 7. Number of Shares Constituting One Unit The number of shares of the Company constituting one unit shall be one thousand (1,000) shares.	**Article 7. Number of Shares Constituting One Unit** The number of shares of the Company constituting one unit shall be one hundred (100) shares.
Article 28. Agreement on the Limitation of Liability between Outside Directors In accordance with the provisions of Paragraph 1, Article 427 of the Company Law, the Company may execute an agreement with an outside director to limit the liability for damages incurred due to the negligence of duties; provided that the maximum amount of liability under such agreement shall be the amount provided by law or regulation.	**Article 28. Agreement on the Limitation of Liability between Directors** In accordance with the provisions of Paragraph 1, Article 427 of the Company Law, the Company may execute an agreement with a director (excluding an executive director) to limit the liability for damages incurred due to the negligence of duties; provided that the maximum amount of liability under such agreement shall be the amount provided by law or regulation.
Article 36. Agreement on Limitation of Liability of Outside Corporate Auditors In accordance with the provisions of Paragraph 1, Article 427 of the Company Law, the Company may execute an agreement with an outside Corporate Auditor to limit the liability for damages incurred due to the negligence of duties. Provided that the maximum amount of liability under such agreement shall be the amount provided by laws and regulations.	**Article 36. Agreement on Limitation of Liability of Corporate Auditors** In accordance with the provisions of Paragraph 1, Article 427 of the Company Law, the Company may execute an agreement with a Corporate Auditor to limit the liability for damages incurred due to the negligence of duties. Provided that the maximum amount of liability under such agreement shall be the amount provided by laws and regulations.
Article 39. Record Date for Allocation of Surplus *(Omitted)* *(Newly added)* 2. In addition to the preceding paragraph, the Company may fix a separate record date for the distribution of surplus.	**Article 39. Record Date for Allocation of Surplus** *(Same as present)* 2. The record date for the interim dividend of the Company shall be September 30 of each year. 3. In addition to the preceding two paragraphs, the Company may fix a separate record date for the distribution of surplus.
(Newly Added)	**Supplementary Provision** Article 1: The amendments to Article 6 and Article 7 shall be effective as of October 1, 2017. Article 2: The preceding Article as well as this Article shall be deleted as of October 1, 2017.

Agenda Item No. 3: Election of Seven Directors

The term of office of Directors Mr. Yoshikata Tsukamoto, Mr. Hironobu Yasuhara, Mr. Masaya Wakabayashi, Mr. Masashi Yamaguchi, Mr. Mamoru Ozaki, Mr. Atsushi Horiba and Ms. Madoka Mayuzumi will expire at the conclusion of this Meeting.

It is therefore proposed that seven (7) Directors be elected.

All of the candidates for Directors, for the purpose of this agenda item, meet the eligibility requirements which the Company prescribes under "Criteria for Appointment of Officers" (on the Company's website (http://www.wacoalholdings.jp/csr/pr_cg.html)).

The candidates for Director are as follows:

<table>
<tr><th>Candidate No.</th><th>Name (Date of Birth)</th><th>Career summary, position and areas of responsibility, and significant concurrent positions</th><th>Company Shares owned by Candidate</th></tr>
<tr><td rowspan="4">1.</td><td>Reelection

Yoshikata Tsukamoto
(January 29, 1948)</td><td>April 1972 Joined the Company
November 1977 Appointed Director of the Company
November 1981 Appointed Managing Director of the Company
September 1984 Appointed Executive Vice President of the Company
September 1984 Appointed Representative Director (acting)
June 1987 Appointed President and Director of the Company (acting)
October 2005 Appointed Representative Director and President, Corporate Officer of Wacoal Corp.
April 2011 Appointed Representative Director and Chairman of Wacoal Corp. (acting)</td><td>939,136</td></tr>
<tr><td colspan="3">(Status of Significant Concurrent Positions)
Representative Director and Chairman of Wacoal Corp.; Director and Chairman of Wacoal International Corp.</td></tr>
<tr><td colspan="3">(Reasons for Nomination)
Mr. Tsukamoto has been in charge of the management of the Company as President and Representative Director since 1987. We believe that we can continue to utilize his extensive experience and expertise for the management of the Company, and therefore request his reelection as a Director.</td></tr>
<tr><td colspan="3">(Conflicts of Interest with the Company)
There are no conflicts of interest between Mr. Tsukamoto and the Company.</td></tr>
</table>

<table>
<tr><th>Candidate No.</th><th>Name (Date of Birth)</th><th>Career summary, position and areas of responsibility, and significant concurrent positions</th><th>Company Shares owned by Candidate</th></tr>
<tr><td rowspan="4">2.</td><td>Reelection

Hironobu Yasuhara
(December 28, 1951)</td><td>March 1975 Joined the Company
April 2005 Appointed Corporate Officer/General Manager of Wing Brand Business Department of the Company
June 2006 Appointed Director and Managing Corporate Officer, General Manager of Wing Brand Business Department, of Wacoal Corp.
April 2010 Appointed Director and Senior Managing Corporate Officer, and General Manager of Wacoal Brand Business Department, of Wacoal Corp.
April 2011 Appointed Representative Director and President, Corporate Officer of Wacoal Corp. (acting)
June 2011 Appointed Director of the Company
June 2013 Appointed Senior Managing Director of the Company
June 2016 Appointed Vice President and Director of the Company (acting)</td><td>15,000</td></tr>
<tr><td colspan="3">(Status of Significant Concurrent Positions)
President and Representative Director, Corporate Officer of Wacoal Corp.</td></tr>
<tr><td colspan="3">(Reasons for Nomination)
Mr. Yasuhara has extensive experience in the sales division of Wacoal Corp., our core operating entity, and since 2011 has been in charge of the management of Wacoal Corp. as President and Representative Director. We believe that he is qualified to serve as a Director of the Company, and therefore request his reelection as a Director.</td></tr>
<tr><td colspan="3">(Conflicts of Interest with the Company)
There are no conflicts of interest between Mr. Yasuhara and the Company.</td></tr>
</table>

Candidate No.	Name (Date of Birth)	Career summary, position and areas of responsibility, and significant concurrent positions	Company Shares owned by Candidate
3.	Reelection Masaya Wakabayashi (January 6, 1956)	April 1979 Joined the Company April 2008 Appointed General Manager of Corporate Planning of the Company April 2010 Appointed Corporate Officer, Chief of Corporate Planning of Wacoal Corp. April 2011 Appointed Director, Corporate Officer, Chief of Corporate Planning of Wacoal Corp. April 2013 Appointed Director, Managing Corporate Officer, Chief of Corporate Planning of Wacoal Corp. April 2014 Appointed Director, Managing Corporate Officer, Supervisor of Administration of Wacoal Corp. June 2014 Appointed Managing Director and Supervisor of Group Business Management June 2016 Appointed Vice President and Director and Supervisor of Group Business Management (acting)	19,000
	(Status of Significant Concurrent Positions) President and Director of Wacoal Investment Co., Ltd. (Taiwan)		
	(Reasons for Nomination) Mr. Wakabayashi has extensive experience and expertise in the administrative divisions (particularly in the accounting division and corporate planning division) of Wacoal Corp., our core operating entity. We believe that he is qualified to serve as a Director of the Company, and therefore request his reelection as a Director.		
	(Conflicts of Interest with the Company) There are no conflicts of interest between Mr. Wakabayashi and the Company.		

<table>
<tr><th>Candidate No.</th><th>Name (Date of Birth)</th><th colspan="2">Career summary, position and areas of responsibility, and significant concurrent positions</th><th>Company Shares owned by Candidate</th></tr>
<tr><td rowspan="4">4.</td><td>Reelection

Masashi Yamaguchi
(November 26, 1957)</td><td>April 1981
April 2006

April 2011

April 2013

April 2014

April 2015

June 2015

April 2017</td><td>Joined the Company
Appointed Business Administration Manager of Wing Brand Operation Division of Wacoal Corp.
Appointed Corporate Officer and Manager of Personnel Division of Wacoal Corp.
Appointed Director and Corporate Officer, and General Manager of Personnel and Administration Division of Wacoal Corp.
Appointed Director and Managing Corporate Officer, and General Manager of Personnel and Administration Division of Wacoal Corp.
Appointed Director and Senior Managing Corporate Officer in charge of Administration, and General Manager of Personnel and Administration Division of Wacoal Corp.
Appointed Director in charge of Personnel and Administration of the Company (acting)
Appointed Vice President and Director and Corporate Officer in charge of Administration, and General Manager of Personnel and Administration Division of Wacoal Corp. (acting)</td><td>4,000</td></tr>
<tr><td colspan="3">(Status of Significant Concurrent Positions)
Vice President and Director and Corporate Officer of Wacoal Corp.</td></tr>
<tr><td colspan="3">(Reasons for Nomination)
Mr. Yamaguchi has extensive experience and expertise in the administrative divisions (particularly in the accounting division and human resources divisions) of Wacoal Corp., our core operating entity. We believe that he is qualified to serve as a Director of the Company, and therefore request his reelection as a Director.</td></tr>
<tr><td colspan="3">(Conflicts of Interest with the Company)
There are no conflicts of interest between Mr. Yamaguchi and the Company.</td></tr>
</table>

<table>
<tr><th>Candidate No.</th><th>Name (Date of Birth)</th><th>Career summary, position and areas of responsibility, and significant concurrent positions</th><th>Company Shares owned by Candidate</th></tr>
<tr><td rowspan="4">5.</td><td>Reelection
Outside Director
Independent Officer
Atsushi Horiba
(February 5, 1948)</td><td>September 1972 Joined HORIBA, Ltd.
June 1982 Appointed Director and General Manager of Overseas Business
June 1988 Appointed Senior Managing Director and General Manager of Sales Division
January 1992 Appointed Representative Director and President
June 2005 Appointed Representative Director and Chairman, and President (acting)
June 2008 Appointed Director of the Company (acting)</td><td>3,000</td></tr>
<tr><td colspan="2">(Status of Significant Concurrent Positions)
Representative Director and Chairman, and President of HORIBA, Ltd.; Chairman and CEO of HORIBA STEC, Co., Ltd.; Outside Director of Rock Field Co., Ltd.</td></tr>
<tr><td colspan="2">(Reasons for Nomination as Outside Director and Tenure of Office)
Mr. Horiba has extensive experience and knowledge regarding domestic and overseas business deployment as management. His strong leadership and knowledge enable him to contribute to strengthening the overseas operations of the Company. We therefore request his reelection as an Outside Director.
Mr. Horiba's tenure of office as Outside Director of the Company would be nine (9) years following the conclusion of this Meeting.</td></tr>
<tr><td colspan="2">(Conflicts of Interest with the Company)
There are no conflicts of interest between Mr. Horiba and the Company.</td></tr>
</table>

(Notes) 1. Mr. Horiba meets the eligibility requirements which the Company prescribes under "Criteria for Appointment of Outside Officers (to ensure independence)" (on the Company's website (http://www.wacoalholdings.jp/csr/pr_cg.html)).
Mr. Horiba has been notified to the Tokyo Stock Exchange as our independent officer, pursuant to the rules of the Tokyo Stock Exchange. If the reelection of Mr. Horiba is approved according to the original proposal by this Meeting, we plan to continue to designate him as our independent officer.

2. Pursuant to the provisions of Paragraph 1, Article 427 of the Companies Act and Article 28 of our Articles of Incorporation, the Company has executed an agreement with Mr. Horiba to limit his liability 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 laws and regulations. If the reelection of Mr. Horiba is approved according to the original proposal by this Meeting, we plan to continue the limitation of liability agreement with him.

Candidate No.	Name (Date of Birth)	Career summary, position and areas of responsibility, and significant concurrent positions	Company Shares owned by Candidate
6.	Madoka Mayuzumi (July 31, 1962) Reelection Outside Director Independent Officer	August 1996 Launched and organized monthly *haiku* magazine *Gekkan Hepburn* January 2001 Member of "National Language Subdivision" of Council for Cultural Affairs, Ministry of Education, Culture, Sports, Science and Technology December 2004 Member of "Council for the Promotion of Cultural Diplomacy," Cabinet Secretariat May 2013 Member of "Forum to Realize Culture and Arts-Oriented Nation" held by Minister of Education, Culture, Sports, Science and Technology April 2014 Member of "Cultural Policy Subdivision" of Council for Cultural Affairs, Ministry of Education, Culture, Sports, Science and Technology April 2014 Appointed Advisor of the Company June 2015 Appointed Director of the Company (acting)	0
	(Status of Significant Concurrent Positions) Visiting Professor at Kitazato University; Visiting Professor at Showa Women's University, Faculty of Humanities and Culture, Department of Japanese Language and Literature; Visiting Professor at Kyoto Tachibana University, Faculty of Humanities, Department of Japanese Language and Literature; Trustee of East Japan Railway Culture Foundation; Trustee of The National Art Center, Tokyo		
	(Reasons for Nomination as Outside Director and Tenure of Office) Although Ms. Mayuzumi has never been directly involved in company management, she plays an active role as a haiku poet in the field of arts and culture in Japan and overseas. Her knowledge and experience enable her to contribute to the Company management which respects diversity. We therefore request her reelection as an Outside Officer. Ms. Mayuzumi's tenure of office as Outside Director of the Company would be two (2) years following the conclusion of this Meeting.		
	(Conflicts of Interest with the Company) While serving as Advisor of the Company from April 2014 to June 2015, Ms. Mayuzumi has provided advice from the perspective of addressing social challenges and educational training for employees of the Company and Wacoal Corp. The amount of annual remuneration for such services is less than 10 million yen and there are no other conflicts of interest between Ms. Mayuzumi and the Company.		

(Notes) 1. Ms. Mayuzumi meets the eligibility requirements which the Company prescribes under "Criteria for Appointment of Outside Officers (to ensure independence)" (on the Company's website (http://www.wacoalholdings.jp/csr/pr_cg.html)).
Ms. Mayuzumi has been notified to the Tokyo Stock Exchange as our independent officer, pursuant to the rules of the Tokyo Stock Exchange. If the reelection of Ms. Mayuzumi is approved according to the original proposal by this Meeting, we plan to continue to designate her as our independent officer.

2. Pursuant to the provisions of Paragraph 1, Article 427 of the Companies Act and Article 28 of our Articles of Incorporation, the Company has executed an agreement with Ms. Mayuzumi to limit her liability 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 laws and regulations. If the reelection of Ms. Mayuzumi is approved according to the original proposal by this Meeting, we plan to continue the limitation of liability agreement with her.

<table>
<tr><th>Candidate No.</th><th>Name (Date of Birth)</th><th>Career summary, position and areas of responsibility, and significant concurrent positions</th><th>Company Shares owned by Candidate</th></tr>
<tr><td rowspan="4">7.</td><td>New Candidate

Outside Director

Independent Officer

Shigeru Saito
(January 26, 1957)</td><td>November 1979 Joined TOSE CO., LTD.
Appointed General Manager of Development Department
October 1985 Appointed Director
February 1987 Appointed Representative Director and President
September 2004 Appointed Representative Director and President, and CEO
December 2015 Appointed Representative Director and Chairman, and CEO (acting)</td><td>0</td></tr>
<tr><td colspan="3">(Status of Significant Concurrent Positions)
Representative Director and Chairman, and CEO of TOSE CO., LTD., Outside Director of SCREEN Holdings Co., Ltd.</td></tr>
<tr><td colspan="3">(Reasons for Nomination as Outside Director)
Mr. Saito is currently the Representative Director and Chairman at TOSE CO, LTD. His extensive knowledge and experience enable him to contribute to improving the supervisory function of the Company management. We therefore request his election as an Outside Director. Mr. Saito is a new candidate to this position.</td></tr>
<tr><td colspan="3">(Conflicts of Interest with the Company)
There are no conflicts of interest between Mr. Saito and the Company.</td></tr>
</table>

(Notes) 1. Mr. Saito meets the eligibility requirements which the Company prescribes under “Criteria for Appointment of Outside Officers (to ensure independence)” (on the Company’s website (http://www.wacoalholdings.jp/csr/pr_cg.html)).
If the election of Mr. Saito is approved according to the original proposal by this Meeting, we plan to notify the Tokyo Stock Exchange to designate him as our independent officer, pursuant to the rules of the Tokyo Stock Exchange.

2. If the election of Mr. Saito is approved according to the original proposal by this Meeting, pursuant to the provisions of Paragraph 1, Article 427 of the Companies Act and Article 28 of our Articles of Incorporation, the Company plans to execute an agreement with Mr. Saito to limit his liability 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 laws and regulations.

Agenda Item No. 4: Election of One Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member Ms. Yoko Takemura will expire at the conclusion of this Meeting. Accordingly, the election of one (1) Audit & Supervisory Board Member has been proposed.

This agenda item has been approved by the Audit & Supervisory Board.

The candidate meets the eligibility requirements which the Company prescribes under "Criteria for Appointment of Directors" (on the Company's website (http://www.wacoalholdings.jp/csr/pr_cg.html)).

The candidate for Audit & Supervisory Board Member is as follows:

Name (Date of Birth)	Career summary, position, and significant concurrent positions	Company Shares owned by Candidate
New Candidate Outside Auditor Independent Officer Mitsuhiro Hamamoto (April 18, 1970)	October 2000 Admitted to the Bar October 2000 Joined the Law Office of Tadashi Yamada October 2004 Joined the Kikkawa Law Office April 2008 Appointed as Partner (acting)	0
(Status of Significant Concurrent Positions) Partner at Kikkawa Law Office, Outside Director of Toa Valve Engineering Inc.		
(Reasons for Nomination as Outside Auditor) Although Mr. Hamamoto has never been directly involved in company management, his knowledge and experience as a lawyer enable him to contribute to improving the auditing system of the Company. We therefore request his election as an Outside Auditor. Mr. Hamamoto is a new candidate to this position.		
(Conflicts of Interest with the Company) There are no conflicts of interest between Mr. Hamamoto and the Company.		

(Notes) 1. Mr. Hamamoto meets the eligibility requirements which the Company prescribes under "Criteria for Appointment of Outside Officers (to ensure independence)" (on the Company's website (http://www.wacoalholdings.jp/csr/pr_cg.html)).
If the election of Mr. Hamamoto is approved according to the original proposal by this Meeting, we plan to notify the Tokyo Stock Exchange to designate him as our independent officer, pursuant to the rules of the Tokyo Stock Exchange.

2. If the election of Mr. Hamamoto is approved according to the original proposal by this Meeting, pursuant to the provisions of Paragraph 1, Article 427 of the Companies Act and Article 36 of our Articles of Incorporation, the Company plans to execute an agreement with Mr. Hamamoto to limit his liability 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 laws and regulations.

Agenda Item No. 5: Payment of Officers' Bonuses

We propose that officers' bonuses of ¥49 million in total be paid to our 4 current Directors (excluding the Outside Directors) as of the end of the current fiscal year in consideration of the business results of the fiscal year ended March 31, 2017.

We kindly ask that the amount to be paid to each Director be left to the discretion of the Board of Directors.

-End-

SUPPLEMENTARY SCHEDULES ON MATTERS TO BE REPORTED
BUSINESS REPORT
FOR THE PERIOD FROM APRIL 1, 2016 THROUGH MARCH 31, 2017

1. STATUS OF GROUP BUSINESS

(1) Business Developments and Results

(a) Summary of Operations

Our group entered the first year of our three-year mid-term plan (from fiscal year 2017 to fiscal year 2019), and we have been making efforts to improve profitability and business efficiency in line with the five elements of the basic policies, which are (i) to improve the infrastructure of our group management base as a foundation, (ii) to ensure profits from our domestic business, (iii) to achieve further growth of our overseas business, (iv) to achieve group synergies through collaboration and to strengthen our competitiveness and (v) to attempt to expand our business portfolio. Also, we intend to improve our corporate value by implementing an efficient capital policy.

During the current fiscal year, we steadily focused on increasing the productivity of our wholesale business and the profitability of our retail business in Japan, as well as improving and strengthening the foundations of our overseas business. While the domestic market continues to experience the slowdown in consumption of luxury goods and a series of closings of general merchandise stores, we moved forward with the development of products with new features and the standardization of goods for campaigns implemented at our directly managed stores. With respect to our overseas business, while respecting the local management, we continued to improve the value of our brands by providing high-end goods backed by craftsmanship and quality and to strengthen our ability to respond to the immensely growing e-commerce market. Also, two material manufacturers in Thailand and one sewing company in Myanmar commenced operations, enabling us to upgrade the infrastructure for the stable supply of our high-quality and cost-competitive materials/products.

As a result of our above-mentioned efforts, our consolidated sales for the current fiscal year fell below the consolidated sales for the previous fiscal year due to tighter management of inventories by our clients, even though the over-the-counter sales of our domestic business were steady. Sales from our overseas business in Europe on a local currency basis exceeded such sales for the previous fiscal year, mainly due to the favorable effect of the depreciation of the British Pound. However, sales from our business in the United States and China remained unchanged from the previous fiscal year. As a result, on a yen converted basis, consolidated sales on the Japanese Yen basis fell below the consolidated sales for the previous fiscal year due to the inflation of the Japanese Yen.

Although our consolidated operating income fell much below the consolidated operating income for the previous fiscal year due to increases in selling, general and administrative expenses which resulted from our domestic business and expenses related to the liquidation proceedings by our French subsidiary, it exceeded our initial plan for the current fiscal year. On the other hand, income before income taxes and equity in net income of affiliated companies largely exceeded that for the previous fiscal year due to gain on sale of fixed assets (land) for the first quarter of the current fiscal year.

As a result of the above, with respect to our consolidated business results for the fiscal year ended March 31, 2017, the consolidated operating income margin was 5.6%, and the consolidated ROE (i.e., return on Wacoal Holdings Corp. shareholders' equity for the current fiscal year) was 5.5%.

Net Sales:	195,881 million yen (a decrease of 3.5% as compared to the previous fiscal year)
Operating income:	11,065 million yen (a decrease of 20.2% as compared to the previous fiscal year)
Income before income taxes and equity in net income of	16,569 million yen

affiliated companies:	(an increase of 10.8% as compared to the previous fiscal year)
Net income attributable to Wacoal Holdings Corp.:	12,525 million yen (an increase of 12.2% as compared to the previous fiscal year)

The following is a summary of operations by operating segment.

(i) Wacoal Business (Domestic)

With respect to our Wacoal brand business, sales of brassiere products with new features which provide comfort to wear increased steadily, and sales of our pajama products of which design focuses on comfort for sleep increased by winning consumers. On the other hand, sales of our luxury-line products and underwear products were poor due to factors such as a slowdown in the consumption of luxury goods, a decrease in average spending per inbound tourist, the impact of a warm winter and the absence of the temporary demand increase we experienced in the previous fiscal year. As a result, overall sales fell below the overall sales for the previous fiscal year.

With respect to our Wing brand business, the shop sales of brassiere products for the whole current fiscal year were steady due to the strong sales of our spring/summer line of products. Also, our brand for junior generation "Pulili" business largely exceeded the results for the previous fiscal year due to the increase in the number of retailers selling this brand. However, as the sales of bottoms products were poor as compared to the sales for the previous fiscal year and general merchandise stores increasingly elected to close unprofitable stores and reduce inventories, overall sales fell below the overall sales for the previous fiscal year.

In our retail business, sales of our directly managed retail store, "AMPHI," and our outlet store, "Factory Store," remained unchanged from the previous fiscal year, despite a decrease in the number of buying customers, due to our success in updating our sales approach, including by introducing in-store discounts that resulted in an increase in average spending per customer. However, due to efforts such as the expansion of sales of our common products for the campaign "BRAGENIC," overall sales exceeded the overall sales for the previous fiscal year.

In our wellness business, although sales of our sports bra products under the "CW-X" brand showed were steady, sales of functional sport tights were poor at both sport specialty chain stores and outdoor specialty stores, due to increased competition in the market. Export sales for the market in the United States were also weak. As a result, overall sales fell below the overall sales for the previous fiscal year.

In our catalog sales business, although there was a turnaround in sales in the fourth quarter of the current fiscal year due to our campaign using SNS "LINE," review of the number of issues of catalogs published and expansion in demand through improved communications with member customers, overall sales for the whole current fiscal year fell below the overall sales for the previous fiscal year due to the underperformance of our catalog products from the first quarter of the current fiscal year to the third quarter of the current fiscal year.

With respect to Ai Co., Ltd., although sales from our e-commerce website focusing on swimwear grew steadily, overall sales dropped compared to overall sales for the previous fiscal year, due to the underperformance of our seasonal stores opened only during a period of peak demand, as well as the reduction of sales space at department stores and the increased returns of our products resulting from poorly-functioning e-commerce websites managed by other companies.

As a result, sales attributable to our "Wacoal Business (Domestic)" segment decreased 1.8% from such sales for the previous fiscal year. Operating income decreased 21.0% from the previous fiscal year due to an increase in retirement benefit expenses at Wacoal Corp., recognition of one-time expenses and depreciation expenses in connection with the opening for the business at the New Kyoto Building, and an increase in tax as a result of the introduction of pro-forma basis taxation.

Net Sales:	118,389 million yen (a decrease of 1.8% as compared to the previous fiscal year)

Operating income:	6,959 million yen (a decrease of 21.0% as compared to the previous fiscal year)

(ii) Wacoal Business (Overseas)

With respect to Wacoal America, Inc., department-store sales on a local currency basis were weak due to the shifting focus in the retail environment in the United States from physical store sales to e-commerce sales, a trend that has become more prominent. On the other hand, overall sales on a local currency basis remained unchanged from the previous fiscal year, as sales from our own e-commerce website increased significantly and sales of our products through e-commerce websites managed by department stores and other companies grew substantially. The gross profit rate improved because discounts were decreased by our pricing policy and also due to a higher ratio of e-commerce sales. However, operating income on a local currency basis fell below the operating income for the previous fiscal year due to increases of expenses associated with strengthening of e-commerce sales, increases of labor costs in healthcare costs as a result of increases in medical insurance premiums, and impact of expenses from closure of our directly managed outlet stores that were underperforming.

With respect to sales on a local currency basis for Wacoal Europe (the United Kingdom), sales at department stores in the United Kingdom were steady and e-commerce sales in the North America were strong. Also, sales from our plus-size brand "Elomi" greatly exceeded sales for the previous fiscal year in various countries including Europe, North America and Australia. Although sales were significantly and negatively impacted by the "Huit" brand, which business was liquidated, overall sales exceeded the overall sales for the previous fiscal year due to the currency appreciation in non-British Pound markets. In terms of operating income on a local currency basis, although gross profit increased due to increased sales, our overall operating income largely fell below the operating income for the previous fiscal year due to the impact of expenses related to the liquidation proceedings for our French subsidiary and increased expenses under IT-related investments.

With respect to our business in China, as a result of consumers becoming more sophisticated in balancing quality and service against price, sales of "Wacoal" brand products were poor and over-the-counter sales at department stores grew at a stagnant pace. However, e-commerce sales were steady due to strong sales on the online shopping festival day called "Double Eleven." As a result, although overall sales on a local currency basis for the first half of the fiscal year were weak, the overall sales on a local currency basis for the whole current fiscal year remained unchanged from the previous fiscal year. Operating income on a local currency basis exceeded the operating income for the previous fiscal year due to the closure of underperforming stores and suspension of opening of shops for the "La Rosabelle," our brand targeting the middle-class consumers.

As a result of the above, and due to the impact of foreign exchange rates caused by the appreciation of the Japanese Yen during the current fiscal year, the overall sales attributable to our "Wacoal Business (Overseas)" segment on the Japanese Yen basis decreased 6.6% and the operating income decreased 31.1% compared to the results for the previous fiscal year.

Net Sales:	48,423 million yen (a decrease of 6.6% as compared to the previous fiscal year)
Operating income:	3,055 million yen (a decrease of 31.1% as compared to the previous fiscal year)

(iii) Peach John Business

With respect to Peach John Co., Ltd., retail sales at stores exceeded retail sales from mail-order catalogues for the current fiscal year. This is due to strong sales of our directly managed stores we own domestically, especially at the existing stores located in Tokyo. We also experienced significant growth in sales through e-commerce websites managed by other companies for the whole current fiscal year. Overseas subsidiaries in Hong Kong and China both experienced positive growth. On the other hand, because the sales of outerwear from domestic mail order catalogues fell significantly below such sales for the previous fiscal year, the results for the overall sales remained unchanged from the previous fiscal year. In terms of operating income, as the gross profit rate improved due to favorable foreign exchange rates, as well as reduction in production cost for direct

mail sales catalogs and our Chinese subsidiaries returning to profitability, operating income largely exceeded the operating income for the previous fiscal year.

Net Sales:	11,107 million yen (a decrease of 0.7% as compared to the previous fiscal year)
Operating income:	374 million yen (an increase of 45.0% as compared to the previous fiscal year)

(iv) Other

With respect to the business of Lecien Corporation ("Lecien"), sales of the innerwear business, which is its main business division, were poor for the whole current fiscal year, as sales during the fall and winter were poor, while the "brassiere for school club activities" campaign conducted during the fourth quarter of the current fiscal year proved to be successful. The art & hobby business, which mainly deals in handcraft items, performed poorly, as the anticipated repeat orders from North America did not materialize. As a result, overall sales from Lecien fell below the overall sales from the previous fiscal year. However, with respect to operating income, we moved to surplus from deficit for the previous fiscal year, due to the increased gross profit rate as a result of favorable foreign exchange rates, as well as increases in unit prices of innerwear products and a shift towards sales of high-profit products in both innerwear and art & hobby businesses.

With respect to Nanasai Co., Ltd. ("Nanasai"), while the rental business performed well in areas such as seasonal shops and events, its business aimed at permanent stores such as department stores performed poorly. Sales from the construction business fell below the sales for the previous fiscal year due to continued postponement by our valued clients of sales space renovation projects because of worsened business confidence in the clothing industry. The poor sales of sales business were the result of postponement of construction projects. As a result, overall sales from Nanasai fell below the overall sales for the previous fiscal year. Operating income fell below the operating income for the previous fiscal year in spite of our efforts to reduce operating expenses, due to the decrease in the gross profit rate caused by increases in rental business costs and the increase in the percentage of low-profit construction projects.

As a result of the above, overall sales attributable to our "Other" segment decreased 6.9% from the overall sales for the previous fiscal year, and operating income increased 86.0% from the operating income for the previous fiscal year.

Net Sales:	17,962 million yen (a decrease of 6.9% as compared to the previous fiscal year)
Operating income:	677 million yen (an increase of 86.0% as compared to the previous fiscal year)

Operating Segment Information

(Millions of yen)

	Wacoal Business (Domestic)	Wacoal Business (Overseas)	Peach John Business	Other	Total
Net sales	¥118,389	¥48,423	¥11,107	¥17,962	¥195,881
Percentage to the previous fiscal year	98.2%	93.4%	99.3%	93.1%	96.5%

(Notes) 1. U.S. Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 280 "Segment Reporting" has been applied in our Segment Information.

2. Core products of respective businesses:

- Wacoal Business (Domestic): innerwear (foundation, lingerie, nightwear and children's innerwear), outerwear, sportswear, hosiery, etc.
- Wacoal Business (Overseas): innerwear (foundation, lingerie, nightwear and children's innerwear), outerwear, sportswear, hosiery, and other textile-related products, etc.
- Peach John Business: innerwear (foundation, lingerie, and nightwear), outerwear, and other textile-related products, etc.
- Other: innerwear (foundation, lingerie, nightwear and children's innerwear), outerwear, other textile-related products, mannequins, and interior design and construction work of stores, etc.

(b) Financing

Not applicable.

(c) Capital Expenditures

The total amount of capital expenditures during fiscal year 2017 was 7,445million yen, including expenditures for our construction project of Wacoal Shin-Kyoto Building, renovation works related to restructuring of business offices, information system investments incurred by our domestic subsidiaries, and expenditures for the maintenance and repair of real estate.

(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)

	Fiscal year ended/as of March 31,			
	2014	2015	2016	2017
Net sales	193,781	191,765	202,917	195,881
Operating income	13,860	7,082	13,865	11,065
Net income attributable to Wacoal Holdings Corp.	10,106	8,444	11,159	12,525
Net income attributable to Wacoal Holdings Corp. per share (yen)	71.75	59.95	79.23	90.13
Total assets	271,988	300,272	292,854	294,958
Total Wacoal Holdings Corp. shareholders' equity	205,106	228,857	224,374	227,568
Wacoal Holdings Corp. shareholders' equity per share (yen)	1,456.32	1,624.93	1,592.90	1,658.53

(Notes) 1. The above amounts are based on accounting principles generally accepted in the United States of America. Therefore, operating income is shown instead of ordinary income.
2. Net income per share attributable to Wacoal Holdings Corp. is calculated based on the average number of shares issued (excluding the number of shares held as treasury stock) during each fiscal year.
3. Wacoal Holdings Corp. shareholders' equity 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.

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

(Millions of yen, except per share amounts)

	Fiscal year ended/as of March 31,			
	2014	2015	2016	2017
Operating revenue	8,967	10,898	10,934	13,139
Ordinary income	5,301	7,350	7,044	9,215
Net income (loss)	4,955	(541)	6,739	11,453
Net income (loss) per share (yen)	35.18	(3.84)	47.85	82.42
Total assets	177,411	168,762	163,972	165,113
Net assets	145,605	140,578	143,135	145,496
Net assets per share (yen)	1,031.57	995.48	1,013.19	1,057.19

(Notes) 1. Net income (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.
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

While the domestic market is expected to steadily recover with the improvement in the job market, consumer spending remains unpredictable, as consumers remain frugal. Also, more and more retail properties continue to close, the environment for domestic women's innerwear continues to be very difficult. On the other hand, recovery and growth in consumption by foreign visitors to Japan, the rise of new distribution channels, women's participation and success in society, and the 2020 Tokyo Olympics are good opportunities for us to create new markets.

In the overseas business, while there are many risk factors such as financial and trade policies of the new U.S. administration, political circumstances of European countries and slowdown of the Chinese economy, our overseas business is and will always be our group's biggest growth engine.

An accurate understanding of the social environment and consumers' needs in each country and region and the establishment of community-based products and marketing strategies will be essential for us. We will develop pioneering products in order to enhance our brand recognition, and increase the productivity of our group and our employees as well as the efficiency of our working capital. We will also improve the management of local entities and further improve our profitability in order to develop a strong management foundation. Further, while we face challenges in an increasingly difficult environment for manufacturing due to increasing wages in China and ASEAN-member countries and risks associated with procurement of raw materials, we will strengthen the collaboration among our group companies to extend our global supply chain and to enable the improvement of product competitiveness and stable supply.

Your continued support and cooperation will be greatly appreciated.

(4) Main Businesses

Operating Segment	Description of business
Wacoal Business (Domestic)	Manufacture and wholesale of innerwear (particularly, foundation garments, lingerie, and nightwear for women and children's innerwear), outerwear, sportswear, hosiery and other textile-related products, and direct sale to consumers of a portion of the products
Wacoal Business (Overseas)	Manufacture and wholesale of innerwear (particularly, foundation garments, lingerie, and nightwear for women and children's innerwear), outerwear, sportswear, hosiery and other textile-related products, and direct sale to consumers of a portion of the products
Peach John Business	Manufacture and direct sale to consumers of innerwear (particularly, foundation garments, lingerie, and nightwear), outerwear and other textile-related products, and wholesale of a portion of the products
Other	Manufacture and wholesale of innerwear (particularly, foundation garments, lingerie, and nightwear for women and children's innerwear), outerwear and other textile-related products, manufacture and sale of mannequins, and interior design and construction work of stores

(5) Main Sales Offices and Factories

(a) Main Sales Offices and Factories of the Company

Head Office (Kyoto)

(b) Main Sales Offices and Factories of Subsidiaries

Wacoal Corp. (Kyoto), Peach John Co., Ltd. (Tokyo), Lecien Corp. (Kyoto), Kyushu Wacoal Manufacturing Corp. (Nagasaki), Nanasai Co., Ltd. (Kyoto), Torica Inc. (Osaka), Wacoal International Corp. (U.S.), Wacoal America, Inc., Wacoal Europe Ltd. (U.K.), Wacoal EMEA Ltd. (U.K.), Wacoal Europe SAS (France), Wacoal International Hong Kong Co., Ltd., Wacoal Hong Kong Co., Ltd., Wacoal Investment Co., Ltd. (Taiwan), Wacoal China Co., Ltd., A Tech Textile Co., Ltd. (Thailand)

(6) Employees

(i) Employees within the Group

Name of Operating Segment	Number of Employees	Increase (Decrease) from the End of Prior Fiscal Year
Wacoal Business (Domestic)	7,658	(169)
Wacoal Business (Overseas)	11,030	573
Peach John Business	420	10
Other	2,031	70
Total	21,139	484

(Notes) 1. The number of employees is the number of individuals working within our Group (excludes individuals seconded from our Group to third parties, but includes individuals seconded from third parties to our Group).
2. The number of employees does not include the number of temporary employees (the average number of temporary employees during the period, including temporary staff and part-time workers, is 1,018).

(ii) Employees of the Company

Number of Employees	Increase (Decrease) from the End of Prior Fiscal Year	Average Age	Average Years of Service
81	-	46.0	20.8

(Note) The number of employees is the number of individuals working within the Company.

(7) Principal Subsidiaries

Name of Company	Location	Stated Capital	Shareholding Ratio	Main Business	Remarks
		(Millions of yen)			
Wacoal Corp.	Minami-ku, Kyoto	¥5,000	100.0%	Manufacture and sale of garments	
Peach John Co., Ltd.	Shibuya-ku, Tokyo	90	100.0%	Sale of garments	
Lecien Corp.	Minami-ku, Kyoto	90	100.0%	Manufacture and sale of garments and other textile-related products	
Nanasai Co., Ltd.	Minami-ku, Kyoto	90	99.9%	Manufacture and sale of mannequins and display fixtures; interior design and construction work of stores	
		(Thousands of U.S. dollars)			
Wacoal International Corp.	NY, U.S.A.	$20,000	100.0%	Investment in US subsidiaries	*1
Wacoal America, Inc.	NY, U.S.A.	2,062	100.0%	Manufacture and sale of garments	*2
		(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	*3
A Tech Textile Co., Ltd.	Bangkok, Thailand	(Millions of Thai baht) ฿1,000	54.2%	Manufacture and sale of raw materials	*4

(Notes) *1. Wacoal International Corp. is a wholly owned subsidiary of our subsidiary, Wacoal Corp.
*2. Wacoal America Inc. is a wholly owned subsidiary of Wacoal International Corp.
*3. Wacoal EMEA Ltd. is a wholly owned subsidiary of our subsidiary, Wacoal Europe Ltd.
*4. A Tech Textile Co., Ltd. is a 54.2% owned subsidiary of our subsidiary, Wacoal Corp.

(8) 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) 165,113

(9) Major Lenders (as of March 31, 2017)

Name of Lender	Loan Amount
	(Millions of yen)
The Bank of Tokyo-Mitsubishi UFJ, Ltd.	1,200
The Bank of Kyoto, Ltd.	800
The Shiga Bank, Ltd.	500

2. STOCK INFORMATION (As of March 31, 2017)

(1) Total Number of Shares Authorized to be Issued: 500,000,000 shares

(2) Total Number of Issued and Outstanding Shares: 143,378,085 shares
(including 6,167,211 shares of treasury stock)

(3) Total Number of Shareholders: 14,230

(4) Major Shareholders (Top 10):

Name of Shareholder	Number of Shares Held by Shareholder	Shareholding Ratio
	(Thousands of shares)	(%)
The Bank of Tokyo-Mitsubishi UFJ, Ltd.	6,590	4.80
Meiji Yasuda Life Insurance Company	6,100	4.44
Japan Trustee Services Bank, Ltd. (Trust Account)	5,783	4.21
The Master Trust Bank of Japan, Ltd. (Trust Account)	5,206	3.79
The Bank of Kyoto, Ltd.	4,705	3.42
Nippon Life Insurance Company	3,672	2.67
The Shiga Bank, Ltd.	3,646	2.65
Mitsubishi UFJ Trust and Banking Corporation	3,050	2.22
The Dai-ichi Life Insurance Company, Limited	2,732	1.99
Asahi Kasei Corporation	2,482	1.80

(Notes) 1. The number of shares held by shareholder is rounded down to the nearest thousand.
2. The Company is holding 6,167,211 shares of treasury stock, which are not listed in the above list of major shareholders.
3. The shareholding ratio is calculated excluding the number of shares of treasury stock.

3. MATTERS CONCERNING STOCK ACQUISITION RIGHTS

(1) Stock Acquisition Rights Held by the Directors as of the End of Fiscal Year Ended March 31, 2017

Date of Resolution:	First Stock Acquisition Rights (resolved at the Board of Directors' Meeting held on July 30, 2008)	Third Stock Acquisition Rights (resolved at the Board of Directors' Meeting held on July 30, 2009)
Number of stock acquisition rights:	24 (2 Directors)	20 (1 Director)
Class of shares represented by stock acquisition rights:	common stock	common stock
Number of shares represented by stock acquisition rights:	24,000 shares (1,000 shares per one stock acquisition right)	20,000 shares (1,000 shares per one stock acquisition right)
Amount to be paid upon exercise of stock acquisition rights:	one (1) yen per share	one (1) yen per share
Exercise period:	From September 2, 2008 until September 1, 2028	From September 2, 2009 until September 1, 2029
Eligible recipients:	Directors of the Company (excluding Outside Directors)	Directors of the Company (excluding Outside Directors)

Date of Resolution:	Fifth Stock Acquisition Rights (resolved at the Board of Directors' Meeting held on July 30, 2010)	Seventh Stock Acquisition Rights (resolved at the Board of Directors' Meeting held on July 29, 2011)
Number of stock acquisition rights:	21 (1 Director)	37 (3 Directors)
Class of shares represented by stock acquisition rights:	common stock	common stock
Number of shares represented by stock acquisition rights:	21,000 shares (1,000 shares per one stock acquisition right)	37,000 shares (1,000 shares per one stock acquisition right)
Amount to be paid upon exercise of stock acquisition rights:	one (1) yen per share	one (1) yen per share
Exercise period:	From September 2, 2010 until September 1, 2030	From September 2, 2011 until September 1, 2031
Eligible recipients:	Directors of the Company (excluding Outside Directors)	Directors of the Company (excluding Outside Directors)

Date of Resolution:	Ninth Stock Acquisition Rights (resolved at the Board of Directors' Meeting held on July 31, 2012)	Eleventh Stock Acquisition Rights (resolved at the Board of Directors' Meeting held on July 31, 2013)
Number of stock acquisition rights:	44 (4 Directors)	45 (4 Directors)
Class of shares represented by stock acquisition rights:	common stock	common stock
Number of shares represented by stock acquisition rights:	44,000 shares (1,000 shares per one stock acquisition right)	45,000 shares (1,000 shares per one stock acquisition right)
Amount to be paid upon exercise of stock acquisition rights:	one (1) yen per share	one (1) yen per share
Exercise period:	From September 4, 2012 until September 3, 2032	From September 3, 2013 until September 2, 2033
Eligible recipients:	Directors of the Company (excluding Outside Directors)	Directors of the Company (excluding Outside Directors)

Date of Resolution:	Thirteenth Stock Acquisition Rights (resolved at the Board of Directors' Meeting held on July 31, 2014)	Fifteenth Stock Acquisition Rights (resolved at the Board of Directors' Meeting held on July 31, 2015)
Number of stock acquisition rights:	39 (4 Directors)	37 (5 Directors)
Class of shares represented by stock acquisition rights:	common stock	common stock
Number of shares represented by stock acquisition rights:	39,000 shares (1,000 shares per one stock acquisition right)	37,000 shares (1,000 shares per one stock acquisition right)
Amount to be paid upon exercise of stock acquisition rights:	one (1) yen per share	one (1) yen per share
Exercise period:	From September 2, 2014 until September 1, 2034	From September 2, 2015 until September 1, 2035
Eligible recipients:	Directors of the Company (excluding Outside Directors)	Directors of the Company (excluding Outside Directors)

Date of Resolution:	Seventeenth Stock Acquisition Rights (resolved at the Board of Directors' Meeting held on July 29, 2016)
Number of stock acquisition rights:	43 (4 Directors)
Class of shares represented by stock acquisition rights:	common stock
Number of shares represented by stock acquisition rights:	43,000 shares (1,000 shares per one stock acquisition right)
Amount to be paid upon exercise of stock acquisition rights:	one (1) yen per share
Exercise period:	From September 2, 2016 until September 1, 2036
Eligible recipients:	Directors of the Company (excluding Outside Directors)

(2) Stock Acquisition Rights Granted to Officers of Subsidiaries During the Fiscal Year ended March 31, 2017

Date of Resolution:	Eighteenth Stock Acquisition Rights (resolved at the Board of Directors' Meeting held on July 29, 2016)
Number of stock acquisition rights:	26 (6 Directors)
Class of shares represented by stock acquisition rights:	common stock
Number of shares represented by stock acquisition rights:	26,000 shares (1,000 shares per one stock acquisition right)
Amount to be paid upon exercise of stock acquisition rights:	one (1) yen per share
Exercise period:	From September 2, 2016 until September 1, 2036
Eligible recipients:	Directors of Wacoal Corp.

4. OFFICERS

(1) Directors and Audit & Supervisory Board Members (as of March 31, 2017)

Position	Name	Responsibility and significant concurrent positions
Representative Director	Yoshikata Tsukamoto	Representative Director and Chairman of Wacoal Corp.; Director and Chairman of Wacoal International Corp.
Vice President and Director	Hironobu Yasuhara	President and Representative Director , Corporate Officer of Wacoal Corp.
Vice President and Director	Masaya Wakabayashi	Supervisor of Group Business Management; President and Director of Wacoal Investment Co., Ltd. (Taiwan)
Director	Masashi Yamaguchi	Supervisor of Personnel and Administration; Director and Senior Managing Corporate Officer of Wacoal Corp.
Director	Mamoru Ozaki	Advisor to Yazaki Corporation; Outside Director of Fuji Kyuko Co. Ltd.; Outside Director of Kikkoman Corporation

Position	Name	Responsibility and significant concurrent positions
Director	Atsushi Horiba	Representative Director, Chairman and President of HORIBA, Ltd.; Chairman and CEO of HORIBA STEC, Co., Ltd.; Outside Director of Rock Field Co., Ltd.
Director	Madoka Mayuzumi	Visiting Professor at Kitazato University; Visiting Professor at Showa Women's University, Faculty of Humanities and Culture, Department of Japanese Language and Literature; Visiting Professor at Kyoto Tachibana University, Faculty of Humanities, Department of Japanese Language and Literature; Trustee of East Japan Railway Culture Foundation; Trustee of The National Art Center, Tokyo
Standing Audit & Supervisory Board Member	Tomoki Nakamura	
Standing Audit & Supervisory Board Member	Kiyotaka Hiroshima	Audit & Supervisory Board Member of Wacoal Corp.
Audit & Supervisory Board Member	Akira Katayanagi	Outside Audit & Supervisory Board Member of TOTO Ltd.
Audit & Supervisory Board Member	Yoko Takemura	Attorney-at-Law Outside Audit & Supervisory Board Member of ADEKA CORPORATION
Audit & Supervisory Board Member	Hiroshi Shirai	Certified Public Accountant, Managing Partner of Shirai public accounting firm; Outside audit & supervisory board member of NORITZ Corporation; Outside audit & supervisory board member of ALTECO Inc.; Board Member of Osaka City University

(Notes) 1. Directors Messrs. Mamoru Ozaki and Atsushi Horiba, and Ms. Madoka Mayuzumi are Outside Directors as prescribed in Item 15, Article 2 of the Companies Act.
2. Audit & Supervisory Board Members Mr. Akira Katayanagi, Ms. Yoko Takemura, and Mr. Hiroshi Shirai are Outside Audit & Supervisory Board Members as prescribed in Item 16, Article 2 of the Companies Act.
3 There are no conflicts of interest between the companies at which these Outside Directors and Outside Audit & Supervisory Board Members hold significant concurrent positions and the Company.
4. Standing Audit & Supervisory Board Member Mr. Tomoki Nakamura has many years of accounting experience at our Accounting Department with a respectable degree of finance and accounting knowledge.
5. Audit & Supervisory Board Member Mr. Hiroshi Shirai is qualified as a certified public accountant with a considerable degree of finance and accounting knowledge.
6. Outside Directors Messrs. Mamoru Ozaki and Atsushi Horiba, and Ms. Madoka Mayuzumi and Outside Audit & Supervisory Board Members Mr. Akira Katayanagi, Ms. Yoko Takemura and Mr. Hiroshi Shirai have been designated as our independent officers and have been notified to the Tokyo Stock Exchange.

(2) Remuneration and Other Compensation Paid to Directors and Audit & Supervisory Board Members

311 million yen for 8 Directors (of which 25 million yen was for 3 Outside Directors)

57 million yen for 5 Audit & Supervisory Board Members (of which 21 million yen was for 3 Outside Audit & Supervisory Board Members)

(Notes) 1. As of March 31, 2017, the number of Directors and Audit & Supervisory Board Members was 7 (of which 3 were Outside Directors) and 5 (of which 3 were Outside Audit & Supervisory Board Members), respectively. These numbers were inconsistent with the numbers described above because the numbers described above include 1 Director who resigned as Director upon the close of the 68th Ordinary General Meeting of Shareholders held on June 29, 2016.

2. The amount described above includes the following:
   - 49 million yen of officers' bonuses (49 million yen to 4 Directors excluding Outside Directors) which is to be resolved at this Ordinary General Meeting of Shareholders
   - 46 million yen of remuneration in the form of stock options (46 million yen to 5 Directors excluding Outside Directors)

(3) Main Activities of Outside Directors and Outside Audit & Supervisory Board Members

Category	Name	Main Activities
Director	Mamoru Ozaki	Mr. Ozaki has attended 12 of the 13 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 of financial matters and Chinese business and broad social insight.
Director	Atsushi Horiba	Mr. Horiba has attended 11 of the 13 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 of overseas business and overall management.
Director	Madoka Mayuzumi	Ms. Mayuzumi has attended all 13 of the 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 arts and culture.
Audit & Supervisory Board Member	Akira Katayanagi	Mr. Katayanagi has attended 12 of the 13 Board of Directors' meetings and 13 of the 15 Audit & Supervisory Board's 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 of overall management.
Audit & Supervisory Board Member	Yoko Takemura	Ms. Takemura has attended all 13 of the Board of Directors' meetings and 13 of the 15 Audit & Supervisory Board's meetings held during the current fiscal year and has expressed her opinions on the proposals and/or discussions primarily from her professional perspective as an attorney-at-law.
Audit & Supervisory Board Member	Hiroshi Shirai	Mr. Shirai has attended 12 of the 13 Board of Directors' meetings and 14 of the 15 Audit & Supervisory Board's meetings held during the current fiscal year and has expressed his opinions on the proposals and/or discussions primarily from his processional perspective as a certified public accountant.

(Notes) In addition to the above-stated number of the Board of Directors' meetings held, a written resolution (in lieu of a resolution passed at a board of directors' meeting) was passed in accordance with the provisions of Article 370 of the Companies Act and Article 25 of our Articles of Incorporation on one occasion.

(4) Summary of Limitation of Liability Agreement

Pursuant to the provisions of Paragraph 1, Article 427 of the Companies Act and our Articles of Incorporation, the Company has executed an agreement with its Outside Directors and Outside Audit & Supervisory Board Members to limit their liability for damages as stipulated in Paragraph 1, Article 423 of the Companies Act.

The maximum amount of liability under such agreement is the minimum amount as provided by laws and regulations.

5. MATTERS CONCERNING ACCOUNTING AUDITORS

(1) Name of Independent Auditor

Deloitte Touche Tohmatsu LLC

(2) Remuneration, etc.

Amount of remuneration payable to the accounting auditor for this fiscal year:	138,500,000 yen
Total amount of money and other property benefits to be paid to the accounting auditor by the Company and its subsidiaries:	165,000,000 yen

(Notes) 1. The accounting audit agreement executed between the Company and its accounting auditor does not distinguish remuneration for accounting under the Companies Act from that for accounting under the Financial Instruments and Exchange Act, and they cannot be reliably distinguished. Therefore, the amount given above represents the total amount of remuneration for both types of accounting work.

2 Among our significant subsidiaries, Wacoal International Corp., Wacoal America, Inc., Wacoal Europe Ltd., Wacoal EMEA Ltd. and A Tech Textile Co., Ltd. are subject to audits by other auditing firms and not by our accounting auditor.

(3) Description of Nonaudit Services

The Company pays fees to the accounting auditor as compensation for advice and/or guidance regarding the creation of Group Accounting Rules and Account Definition Glossary, which is out of the scope of the services that are set forth in Paragraph 1, Article 2 of the Certified Public Accountants Act.

(4) Consent on Amount of Remuneration, etc. Payable to Accounting Auditor

The Audit & Supervisory Board has obtained necessary documents and received explanations regarding the comparison of the estimated time under the audit plan from the previous fiscal year and the actual time used for audit performance and the trend in the amount of remuneration paid for the audit performance during the past fiscal years from the relevant departments and the accounting auditor, has reviewed the details of audit planning, basis for calculating remuneration and level of remuneration presented by the accounting auditor for the current fiscal year, and after deliberating whether the amount of remuneration for the audit performance is appropriate to maintain the independence of the accounting auditor and to carry out its accounting audit under appropriate audit system and audit plan for the assessment of risks related to the audit environment and internal control system of the business group (including the Company and its consolidated subsidiaries), the Audit & Supervisory Board has deemed the amount of remuneration for the current fiscal year is appropriate. Based on the above, the Audit & Supervisory Board has given its consent, pursuant to the provisions of Paragraph 1, Article 399 of the Companies Act, on the amount of remuneration payable to the accounting auditor.

(5) Policy on Determination of Dismissal and Non-Reappointment of Accounting Auditor

If the accounting auditor comes to fall under any of the items of Paragraph 1, Article 340 of the Companies Act and its dismissal is deemed appropriate, the Audit & Supervisory Board will dismiss the accounting auditor with the consent of all Audit & Supervisory Board Members.

In addition to the above, upon the occurrence of an event which may harm the eligibility or independence of the accounting auditor, or if it is deemed difficult for the accounting auditor to perform appropriate audit procedures, the Audit & Supervisory Board will prepare and determine an agenda concerning the dismissal or non-reappointment of the accounting auditor to be submitted as a proposal at the General Meeting of Shareholders.

6. SYSTEM AND POLICIES OF COMPANY

(1) System to Ensure Appropriate Business Conduct

(i) System to ensure that execution of duties by Directors and/or employees is in compliance with laws and regulations and the Articles of Incorporation

- To ensure that all Directors and employees of the business group comprised of the Company and its subsidiaries ("the Wacoal Group") comply with laws and regulations and the Articles of Incorporation and conduct business based on sound social norms, we have enacted the Wacoal Code of Ethics and the Corporate Ethics: Wacoal Standards of Conduct.

- In order to improve our system of compliance and consider any compliance issues which may have a material impact on the Wacoal Group, we have established a Corporate Ethics Committee, which seeks to increase enlightenment of and educate employees about corporate ethics. Our Representative Director and President acts as the chairperson, and our legal/compliance department is in charge of the committee.

- We have established a system under which our legal/compliance department is promptly notified if a Director and/or employee of the Wacoal Group becomes aware of a compliance issue which may have violated the Wacoal Code of Ethics or the Corporate Ethics: Wacoal Standards of Conduct, or of any other compliance issues. We have also established an internal alert system (a corporate ethics hotline). After being notified and/or alerted, the legal/compliance department conducts an investigation and formulates preventive measures after discussions with the related department. If the issue is critical, the legal/compliance department will refer the matter to the Corporate Ethics Committee and will report the results of its deliberation to the Board of Directors and/or Audit & Supervisory Board.

- The Corporate Ethics: Wacoal Standards of Conduct prescribes that Directors, officers and employees shall firmly refuse to comply with demands of antisocial forces. In order to handle unjust demands of antisocial forces, we cooperate with outside specialized institutions, collect and/or control information related to antisocial forces and are building an internal system.

(ii) System concerning the Storage and Management of Information related to Execution of Duties by Directors

- With the approval of the Board of Directors, we have enacted Document Management Rules pursuant to which we store the following documents (including electromagnetic records, hereafter the same) along with any related materials:
*Minutes of the general meeting of shareholders, minutes of the Board of Directors meetings, minutes of the Group Management Meeting, documents for which a Director is the final decision maker and any other documents prescribed in the Document Management Rules

- The retention period and the place for storage of the documents prescribed in the preceding paragraph (*) shall be subject to the Document Management Rules, but such retention period shall be at least ten (10) years. The Directors and Audit & Supervisory Board Members shall have access to these documents at all times.

(iii) Rules and Other Systems Concerning Risk Management of Losses

- In order to understand the management risk within the Wacoal Group in general and to improve and/or strengthen our risk management system, we have established a Risk Management Committee, for which the Director of Supervisor of Group Business Management as chairperson. The Management Planning Department shall act as organizer.

- The Risk Management Committee prescribes Risk Management Rules, subject to the approval of the Board of Directors, which form the basis for our risk management system. The Risk Management Committee clarifies the responsibilities by risk category pursuant to these rules, and formulates a risk management system that thoroughly and/or comprehensively controls potential risk within the Wacoal Group.

- The Risk Management Committee regularly reports on the operations of the Wacoal Group's risk management system to the Board of Directors.

(iv) System to Ensure Effective Execution of Duties by Directors

- In order to enhance appropriate decision-making by our Directors, we will appoint several independent Outside Directors.

- We will formulate a medium-term management plan to be shared by the Directors and/or employees within the Wacoal Group and will direct and confirm courses of action and business targets in the medium to short-term that are consistent with such plan.

- We will follow the business results of each Wacoal Group company on a monthly basis and report back to the Board of Directors. In addition, by holding a quarterly meeting of the "Quarterly Business Results Review Committee" and "Group Strategy Committee," we will confirm the business results and the implementation of measures and policies, consider measures in the event targets are not achieved, and review such targets, as may be necessary.

(v) System to Ensure Appropriate Business Conduct within Group Companies

- We have enacted our Group Management Rules, which prescribe basic policies regarding the management of Group companies and matters to be decided by our Board of Directors, as well as matters to be reported to the Company and manage our Group companies in accordance with the rules.

- We conduct any intercompany transaction fairly in compliance with laws and regulations, accounting principles and the tax system.

- Our audit office will conduct internal audits, including an audit of the establishment and/or operation of our compliance system and risk management system, within the Group companies and will report the results of its audits to the Board of Directors and appropriate departments and give guidance and/or advice on system formulation to Group companies to ensure the appropriate conduct of business.

- We adopt a corporate officer system, under which we seek to build an appropriate and efficient management system which clearly defines the delegation of authority and responsibilities with respect to major subsidiaries.

- Our foreign subsidiaries will comply with the laws and regulations of their respective home countries and will adopt a system that is in line with our policies to the extent reasonable.

(vi) Matters Concerning Assistants to Audit & Supervisory Board Members and Matters Concerning Independence of such Assistants from Directors

- Audit & Supervisory Board Members may appoint employees of the Company as their assistants who are to assist the duties of the Audit & Supervisory Board Members.

- Such assistants shall be full-time employees and the Audit & Supervisory Board Members will be consulted regarding the appointment, evaluation, relocation and discipline of such assistants as well as other related matters, and their opinions will be respected to ensure the effectiveness and independence of such assistants.

(vii) Reporting System of Directors and Employees to the Audit & Supervisory Board Members and Other Systems related to the report to Audit & Supervisory Board Members

- Directors of the Wacoal Group will promptly report to the Audit & Supervisory Board Members if they become aware of a material fact that violates the applicable laws and regulations and/or our Articles of Incorporation, misconduct or a fact that may cause significant damage to any company of the Wacoal Group.

- Employees of the Wacoal Group may directly report to the Audit & Supervisory Board Members if they become aware of a material fact that violates the applicable laws and

regulations and/or our Articles of Incorporation, misconduct or a fact that may cause significant damage to any company of the Wacoal Group. Any employee who makes such report will not be at a disadvantage for the reason of making such report.

- Through the reporting of the following matters in addition to statutory matters to the Audit & Supervisory Board Members by Directors and employees of the Wacoal Group, we strive to have the Audit & Supervisory Board Members audit conducted effectively.

  Matters referred to the Group Management Meeting

  Monthly and quarterly Group management conditions

  Results of internal audits

  The condition of our internal reporting/alerting system

  Other significant matters

(viii) Other Systems to Ensure Effective Audit by Audit & Supervisory Board Members

- The majority of the Audit & Supervisory Board Members will be independent Outside Audit & Supervisory Board Members to enhance the transparency and neutrality of management.

- The Audit & Supervisory Board Members may order employees who belong to the audit office to perform any tasks that are required to provide audit services. In addition, the Audit & Supervisory Board Members may request the Company for reimbursement of expenses incurred for performing their duties.

- Audit & Supervisory Board Members will attend meetings of the Board of Directors and may also attend other primary meetings of the Wacoal Group.

- The Audit & Supervisory Board Members will regularly meet with the audit office and the Accounting Auditor to receive reports and to exchange opinions.

- The Audit & Supervisory Board may consult legal counsel, certified public accountants, consultants or other outside advisors as it deems necessary.

(2) Outline of Operation of our "System to Ensure Appropriate Business Conduct"

(i) System to ensure that execution of duties by Directors and/or employees is in compliance with laws and regulations and the Articles of Incorporation

- We have a Compliance Division which specifically establishes and operates our compliance system. The Compliance Division held a meeting each quarter and discussed and reviewed awareness of compliance and matters reported to us through the internal alert system.

- Our legal/compliance department continued to provide level-specific group education and e-learning programs as part of our educational activities for our employees.

- We have established an internal reporting system through an outside law office from September, 2016.

- In order to further effectively pursue corporate ethics and risk management, we consolidated the Risk Management Committee and the Corporate Ethics Committee in April, 2017 to create the Corporate Ethics and Risk Management Committee.

(ii) System concerning the Storage and Management of Information related to Execution of Duties by Directors

- Documents prescribed in the Document Management Rules have been properly stored in accordance with the Document Management Rules and the Directors and Audit & Supervisory Board Members have access to these documents on a timely basis.

(iii) Rules and Other Systems Concerning Risk Management of Losses

- The Risk Management Committee assessed risks, monitored the implementation of measures taken, and reported to the Board of Directors on a quarterly basis.

(iv) System to Ensure Effective Execution of Duties by Directors

- We engage in highly transparent decision-making by appointing three independent Outside Directors among our seven Directors. In addition, "Criteria for Appointment of Officers" and "Criteria for Appointment of Outside Officers (to ensure independence)" were newly stipulated in April 2015.

- We held discussions and prepared a policy for Wacoal Group's plan for fiscal year 2018.

- We held meetings of the "Quarterly Business Results Review Committee" and "Group Strategy Committee' on a quarterly basis and confirmed and reviewed the business results and implementation of measures.

(v) System to Ensure Appropriate Business Conduct within Group Companies

- Matters to be decided and reported by our subsidiaries are appropriately managed in accordance with the Group Management Rules.

- Our audit office develops an audit plan for each fiscal year and conducts audits on the operation and internal controls of the Company and our domestic and overseas subsidiaries.

(vi) Matters Concerning Assistants to Audit & Supervisory Board Members and Matters Concerning Independence of such Assistants from Directors

- Our audit office is currently assisting the duties of the Audit & Supervisory Board Members upon their request from time to time. Audit & Supervisory Board Members have not requested or appointed any assistant for their duties.

(vii) Reporting System of Directors and Employees to the Audit & Supervisory Board Members and Other Systems related to the report to Audit & Supervisory Board Members

- The Audit & Supervisory Board Members attended primary meetings and received reports on matters that were discussed and on the management condition, and also received reports, from time to time, on the results of internal audits and matters reported through the internal alert system.

(viii) Other Systems to Ensure Effective Audits by Audit & Supervisory Board Members

- We enhance the effectiveness of audit by appointing three independent Outside Audit & Supervisory Board Members among the five Audit & Supervisory Board Members.

- The Company reimburses any and all expenses incurred by the Audit & Supervisory Board Members for performing their duties.

- The Audit & Supervisory Board Members conducted hearings with the Directors and visited our domestic and overseas subsidiaries to conduct audits. In addition, the Audit & Supervisory Board Members presided at "Audit & Supervisory Board Group Meetings" and received periodic reports from the audit & supervisory board members of the domestic subsidiaries.

- The Audit & Supervisory Board Members have, regularly and whenever necessary, exchanged information and opinions with the Accounting Auditor and the audit office.

(3) Policy Regarding Determination of Distribution of Earnings

Our basic policy on profit distributions to shareholders is to make stable distributions based on our consolidated performance, while seeking to increase our enterprise value through active investments aimed at higher profitability and to increase net income per share. As for retained earnings, with the aim of improving our corporate value, we have actively invested and will continue to actively invest in expanding our customer bases for our domestic business and our overseas businesses. We also plan to use our retained earnings for strategic investments for maintaining competitiveness and reinforcing growth. With these efforts, we seek to benefit our shareholders by improving future profitability. We also intend to acquire treasury stock in a flexible manner, and will try to improve capital efficiency and return profits to our shareholders.

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 10, 2017 that the year-end dividend for the current fiscal year and the effective date are 36.00 yen per share and June 6, 2017, respectively.

(4) Basic Policies on the nature of Personnel who should control the determination of financial and business policies of Wacoal Holdings Corp.

(i) Details of Basic Policy

Since our establishment in 1949, we have strived to develop a domestic market for female innerwear (undergarments), penetrate the global market and establish our business with the aim of creating a global company through a 50-year long-term management plan based on our business objectives of making and helping women in becoming beautiful and facilitating the realization of women's desire to be beautiful. Moreover, as a leading female innerwear company, we have developed the Wacoal brand, which has become widely accepted by both domestic and international consumers.

Our corporate value is mainly generated from (i) our strong market position and brand value in the intimate apparel market, which has been cultivated over a long period of time; (ii) our ability to develop highly functional, high value-added, attractive products based on the results of human scientific research from a medium- to long-term perspective; (iii) our superb product quality and supporting technical staff, as well as our highly productive global manufacturing and supply systems employing excellent sewing technology; (iv) our close personal relationships with distributors in various sales channels, which link us with our customers; (v) the trust of our customers that has been gained through direct communication and sales by our beauty advisors, who have a sound knowledge of our products and a wealth of sales experience; and (vi) our good social standing established through the promotion of various social action programs such as the "Remmama" project and "Pink Ribbon" activities. Our corporate value and the common interests of our shareholders will suffer unless these "Wacoal strengths" are secured over the medium to longterm. We therefore believe that personnel who should control the determination of financial and business policies must fully understand these considerations and must be capable of securing and enhancing the corporate value and the common interests of our shareholders over the medium to long term.

We will not uniformly reject an acquisition of a substantial shareholding of the Company, if it contributes to the corporate value and the common interests of our shareholders. However, there are many acquisitions of substantial shareholdings of companies that do not contribute to the corporate value of the target company or the common interests of our shareholders, such as where it is clear from the purpose of the acquisition that it will cause damage to the corporate value of the target company or the common interests of our shareholders, where it is likely that the shareholders are in effect being forced to sell their shares, where insufficient time or information is given for the Board of Directors and the shareholders of the target company to consider the conditions of the acquisition or for the Board of Directors of the target company to make an alternative proposal, or where it is necessary for the target company to negotiate with the prospective purchaser to obtain conditions that are more favorable than those proposed by the prospective purchaser.

In light of these circumstances, we believe that it is essential that we be ready at all times to implement a system that will prevent any acquisition that is contrary to the corporate value or the common interests of our shareholders by enabling our shareholders to determine whether or not to accept such an acquisition and enabling our Board of Directors to secure any necessary information and

time to make an alternative proposal or to negotiate with the prospective purchaser on behalf of our shareholders at the time of an acquisition of our shares.

(ii) Specific Details of Efforts

- Special efforts toward ensuring effective use of company assets, appropriate formation of Group companies, and implementation of other basic policies

(Efforts to improve corporate value)

We were restructured as a holding company in 2005 in order to realize our medium- and long-term strategies to further enhance our corporate value. Further, we are promoting expansion of domestic and overseas business (including through M&A deals), making efforts to improve profitability, and working to secure and enhance the corporate value and common interests of our shareholders under the medium-term and fiscal year management policies.

We will continue to improve Wacoal's strengths that form the basis of our corporate value as described in Section (i) above, and to build "Wacoal" as an enduring corporate brand while being mindful of our objectives in making and helping women in becoming beautiful, and facilitating the realization of women's desire to be beautiful. As a part of mid-term policies in our mid-term plan which will start during fiscal year 2017, we will conduct our business operations with the aim of enhancing our corporate value by (i) improving profitability of domestic business, (ii) achieving further growth of overseas business, (iii) achieving group synergy through collaboration and strengthening competitiveness, (iv) improving infrastructure for our group management base, and (v) taking on new business.

(Measures to Enhance Corporate Governance)

The purpose and basic policy of our Group's corporate governance is to continuously enhance our corporate value by increasing transparency and securing the fairness and independence of our corporate management from the perspective of all stakeholders, including our shareholders and customers.

The following bodies and systems have been established within the Company with the aim of enhancing our corporate governance, and the entire Company is also working towards this goal.

As of March 31, 2017, our Board of Directors comprises seven Directors and makes decisions on matters concerning important business, such as management policy and management strategy and matters stipulated by laws or ordinances or our Articles of Incorporation. Three of these seven Directors are independent outside directors who give our Board of Directors advice and guidance from an objective perspective based on their wealth of experience and knowledge of public administration, management and arts and culture. The term of office of each Director is one year, and we are further clarifying the responsibilities of our management to our shareholders. Further, with respect to the nomination, promotion, and remuneration of Directors, an "Executive Compensation Advisory Committee," whose members include Outside Directors, has been established and operates with a high degree of transparency and fairness.

We use an "Audit & Supervisory Board Member system," and our Audit & Supervisory Board comprises five Audit & Supervisory Board Members, of which three are Outside Audit & Supervisory Board Members, as of March 31, 2017. The function of our Audit & Supervisory Board is to monitor and supervise our management.

Further, all of the above-stated three Outside Directors and three Outside Audit & Supervisory Board Members have been designated as our independent officers and have been notified to the Tokyo Stock Exchange.

Wacoal Corp., one of our Group's core business companies, has adopted a corporate officer system in order to separate management supervision and management execution. "Group Management Rules" and "Group Accounting Rules" have been established for

Wacoal Corp. and all other group companies, and all group companies conduct our business operations in accordance with both sets of rules.

Further, a "Group Management Meeting" of our Group that comprises our Directors and Audit & Supervisory Board Members has been established in the Company. This meeting considers matters concerning the management strategy of our Group and other important management issues and conducts preliminary reviews of matters for review by our Board of Directors together with the "Wacoal Senior Management Meeting," which comprises directors, audit & supervisory board members, and senior corporate officers of Wacoal Corp.

Further, a "Quarterly Business Results Review Committee" has been established under the "Group Management Meeting." Our Directors and Audit & Supervisory Board Members, and the directors, audit & supervisory board members, and corporate officers of Wacoal Corp, attend meetings of the Quarterly Business Results Review Committee and review the business results of each business company and each business department each quarter. Also, under the "Group Management Meeting', we have established the "Group Strategy Committee," and the managers of Our Group's major business companies in Japan and overseas, in addition to the attendees of the "Group Management Meeting," attend meetings of the Group Strategy Committee and share management issues and review important matters.

In addition, a "Corporate Ethics Committee" and "Risk Management Committee" have each been established as committees of the entire Company. Under these committees, a "Compliance Division," "Quality Assurance Division," "Accident and Disaster Measures Division," and "Environmental Division" have each been established, and each of these divisions is ready to enhance and respond to risks of loss of corporate value in each field. These divisions report to our Board of Directors from time to time on the status of their activities.

- Measures to prevent inappropriate persons from controlling the determination of financial and business policies in light of the basic policy

For the purpose of securing and enhancing corporate value and the common interests of the shareholders of the Company, at an ordinary general meeting of shareholders held on June 26, 2015, the Company determined the basic policy for preventive measures to be taken against the acquisition of a substantial shareholding of the Company (i.e. defensive measures against takeovers), and the Board of Directors determined and updated specific measures (hereinafter called "the Plan") at the meeting held on the same day (which were introduced on June 29, 2006).

The Plan enables the Company's shareholders, in the event of purchase or any similar act or a proposal to purchase the Company's share certificates (hereinafter called "Purchase"), to determine whether or not to accept such offer for the Company's shares, and enables its Board of Directors to secure any necessary information and sufficient time to propose alternatives or to negotiate and consult with a person who purchases (hereinafter called "Purchaser") on behalf of its shareholders, in order to prevent a Purchase of the Company's shares that is detrimental to its corporate value or its shareholders' common interests, and to secure and enhance its corporate value and the common interests of its shareholders.

The Plan covers a Purchase that falls under ① or ② below:

① purchase of share certificates issued by the Company that results in 20% or greater ownership by a shareholder of such share certificates; or,
② public tender offer for share certificates issued by the Company that results in combined ownership by the offeror or/and any of its affiliates of 20% or more of such share certificates.

If a Purchaser intends to launch a Purchase of the shares of the Company, such Purchaser will be requested to submit to the Company a document describing the information required to consider details of the Purchase, as well as an oath by such Purchaser that such Purchaser will follow the procedures prescribed by the Plan. Accordingly, the information

provided by the Purchaser, the opinion of the Board of Directors, or any supporting materials, alternative proposals (if any), or other information and/or materials will be submitted to the Independent Committee, which consists of three members who are independent from the management operating the Company, and the Independent Committee will evaluate and/or examine such information and/or materials. As need arises, the Independent Committee will also separately obtain advice from independent experts and evaluate and/or examine the terms and conditions of the Purchase, consider the alternatives presented by the Board of Directors, and negotiate with the Purchaser or disclose information to the shareholders.

If (A) the Purchaser fails to follow the procedures as prescribed by the Plan or if (B) the Purchase is deemed to fall under any of the requirements as prescribed by the Plan as a result of the examination of the terms and conditions of the Purchase or discussions and/or negotiations with the Purchaser, and if implementation of a free allocation of stock acquisition rights is considered appropriate, the Independent Committee will advise the Board of Directors to implement a free allocation of stock acquisition rights. The Board of Directors will pay the utmost respect to the advice provided by the Independent Committee, and will resolve to implement the free allocation of the stock acquisition rights. The Company will implement a free allocation of the shares acquisition rights to those shareholders, other than the Company, who are registered or recorded in the Company's final register of shareholders as of the allocation date that is determined separately, at such rate, as separately determined, up to a maximum of two stock acquisition rights for every one common stock of the Company held. Also, even when the Purchase by the Purchaser is considered to fall under either (A) or (B) above, if the Independent Committee considers it necessary to obtain the approval at an ordinary general meeting of shareholders for implementation of a free allocation of stock acquisition rights, the Independent Committee may advise the Board of Directors to do so. In this case, the Board of Directors, in principle, shall promptly convene an ordinary general meeting of shareholders so that a meeting can be held within the shortest time practically possible and submit a resolution for the implementation of a free allocation of stock acquisition rights.

The holder of stock acquisition rights for the subscription of new shares (with terms that prohibit the Purchaser and certain people (hereinafter called "Nonqualified person") from exercising such rights) is entitled to receive one share of the Company by paying the amount determined by the Board of Directors or the ordinary general meeting of shareholders in the resolution on the free allocation of stock acquisition rights, which shall be at least one yen (¥1) but not exceeding one-half (1/2) of the fair value of one share of the Company. Also, the Company may acquire stock acquisition rights held by shareholders other than a Nonqualified Person, and in exchange, deliver one share of the Company for every stock acquisition right.

Promptly after passing a resolution by the Board of Directors or by an ordinary general meeting of shareholders with regard to implementation or non-implementation of the abovementioned free allocation of stock acquisition rights, the Board of Directors will disclose the outline of such resolution and other information deemed appropriate by the Board of Directors.

As with the effective period of the Basic Policy on Defensive Measures against Takeovers, the effective period of the Plan will expire upon conclusion of the ordinary general meeting of shareholders to be held in respect of the last fiscal year ending within three (3) years after the Ordinary General Meeting of Shareholders held on June 26, 2015. However, the Plan may be changed or terminated to reflect the change made to the Basic Policy on Defensive Measures against Takeovers by and pursuant to the resolution of the ordinary general meeting of shareholders, if the change or termination of the Basic Policy on Defensive Measures against Takeovers is resolved by an ordinary general meeting of shareholders. Further, the Plan will be terminated if so resolved by the Board of Directors.

No direct, concrete impact on the shareholders will be caused by the Plan's introduction, provided the free allocation of stock acquisition rights is not implemented. On the other hand, if the free allocation of stock acquisition rights is implemented according to the Plan, the overall value of the shares held by the shareholders may be diluted if the procedures for exercising stock acquisition rights are not followed. However no dilution of

the overall value of the shares held will take place if the shares are provided in consideration of stock acquisition rights acquired by the Company.

(iii) Judgment of the Board of Directors as to Efforts under Item (ii) above and Reasons Thereof

As stated in (ii) above, the Plan was introduced in line with the Basic Policy described in (i) above for the purposes of securing or enhancing corporate value and the common interests of shareholders. In particular, highly rational fairness and/or objectivity is ensured under the Plan because: (i) the Plan focuses on shareholders' intentions such that the effective period is prescribed as three (3) years, and the Plan may be terminated at any time by a resolution of the Board of Directors or a resolution of an ordinary general meeting of the shareholders to terminate the Basic Policy on Defensive Measures against Takeovers; (ii) the Plan establishes reasonably objective requirements, and a free allocation of stock acquisition rights is not implemented unless these requirements are met; (iii) the Independent Committee shall consist of independent persons; (iv) a free allocation of stock acquisition rights under the Plan may not be initiated unless a judgment is made by the Independent Committee; and, (v) the Independent Committee may obtain advice from independent experts at the expense of the Company. The Plan is formulated to maintain corporate value, thus it is in the common interests of the shareholders. It is not intended to maintain the status of the corporate officers of the Company.

CONSOLIDATED BALANCE SHEET
AS OF MARCH 31, 2017

(Millions of yen)

ASSETS		LIABILITIES	
Accounts	Amount	Accounts	Amount
Current Assets	**113,814**	**Current Liabilities**	**41,059**
Cash and cash equivalents	33,995	Short-term bank loans	7,716
Time deposits	2,722	Trade notes payable	1,438
Marketable securities	1,457	Trade accounts payable	11,605
Notes and accounts receivable	25,563	Other payables	6,185
Allowance for returns and doubtful receivables	(2,477)	Accrued payroll and bonuses	7,093
Inventories	43,822	Income taxes payable	2,964
Deferred income taxes	4,049	Current portion of long-term debt	50
Other current assets	4,683	Other current liabilities	4,008
Property, Plant and Equipment	**55,288**	**Long-term Liabilities**	**21,417**
Land	21,555	Long-term debt	185
Buildings and structures	72,664	Liability for termination and retirement benefit	1,956
Machinery and equipment	17,722	Deferred income taxes	17,862
Construction in progress	274	Other long-term liabilities	1,414
Accumulated depreciation	(56,927)	**Total Liabilities**	**62,476**
		EQUITY	
Other assets	**125,856**	**Common stock**	**13,260**
Investments in affiliated companies	20,868	**Additional paid-in capital**	**29,707**
Investments	59,847	**Retained earnings**	**170,062**
Goodwill	16,071	**Accumulated other comprehensive income (loss)**	**21,873**
Other intangible assets	11,849	Foreign currency translation adjustments	1,212
Prepaid pension expense	10,287	Unrealized gain on securities	21,075
Deferred income taxes	1,060	Pension liability adjustments	(414)
Other	5,874	**Treasury stock, at cost**	**(7,334)**
		Total Wacoal Holdings Corp. Shareholders' Equity	**227,568**
		Noncontrolling interests	**4,914**
		Total Equity	**232,482**
Total Assets	**294,958**	**Total Liabilities and Equity**	**294,958**

Amounts less than ¥1 million are rounded to the nearest million.

CONSOLIDATED STATEMENT OF INCOME
YEAR ENDED MARCH 31, 2017

(Millions of yen)

Accounts	Amount	
Net sales		195,881
Operating costs and expenses		
Cost of sales	92,950	
Selling, general and administrative expenses	91,866	184,816
Operating income		**11,065**
Other income (expenses)		
Interest income	157	
Interest expense	(27)	
Dividend income	1,176	
Gain on sale or exchange of marketable securities and investments - net	441	
Valuation gain on marketable securities and investments - net	1	
Gain on sale of property, plant and equipment	3,770	
Foreign exchange loss - net	(175)	
Other - net	161	5,504
Income before income taxes and equity in net income of affiliated companies		**16,569**
Income taxes		
Current	4,830	
Deferred	450	5,280
Income before equity in net income of affiliated companies		**11,289**
Equity in net income of affiliated companies		1,359
Net income		**12,648**
Net income attributable to noncontrolling interests		(123)
Net income attributable to Wacoal Holdings Corp.		**12,525**

Amounts less than ¥1 million are rounded to the nearest million.

CONSOLIDATED STATEMENT OF EQUITY
YEAR ENDED MARCH 31, 2017

(Thousand shares, Millions of yen)

Items	Equity								
	Shares of Outstanding Common Stock	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income	Treasury Stock, at cost	Total Wacoal Holdings Corp. Shareholders' Equity	Noncontrolling Interests	Total Equity
As of March 31, 2016	140,859	13,260	29,686	162,196	22,108	(2,876)	224,374	5,027	229,401
Net income				12,525			12,525	123	12,648
Other comprehensive income									
Foreign currency translation adjustments					(3,965)		(3,965)	(114)	(4,079)
Unrealized gain on securities					3,109		3,109	0	3,109
Pension liability adjustments					621		621	(3)	618
Cash dividends paid to Wacoal Holdings Corp. shareholders (¥33.00 per share)				(4,648)			(4,648)		(4,648)
Cash dividends paid to noncontrolling interests								(167)	(167)
Purchase of treasury stock	(3,703)					(4,522)	(4,522)		(4,522)
Share-based compensation granted and exercised	55		21	(11)		64	74		74
Equity transactions with noncontrolling interest shareholders								48	48
As of March 31, 2017	137,211	13,260	29,707	170,062	21,873	(7,334)	227,568	4,914	232,482

Amounts less than ¥1 million are rounded to the nearest million.
The number of Shares of Outstanding Common Stock has been rounded to the nearest thousand.

NON-CONSOLIDATED BALANCE SHEET
AS OF MARCH 31, 2017

(Millions of yen)

ASSETS		LIABILITIES	
Accounts	Amount	Accounts	Amount
Current Assets	**15,698**	**Current Liabilities**	**18,179**
Cash and bank deposits	9,637	Trade notes payable	11
Deferred income taxes	91	Short-term bank loans	2,500
Short-term loans receivable from subsidiaries and affiliated companies	4,190	Short-term borrowings from subsidiaries and affiliated companies	14,757
Other	1,779	Other payables	563
		Accrued expenses	11
		Income taxes payable	210
		Accrued bonuses	66
Fixed Assets	**149,415**	Accrued officers' bonuses	49
Property, Plant and Equipment	**40,504**	Other	9
Buildings	20,358	**Long-term Liabilities**	**1,437**
Structures	271	Deferred income taxes	1,011
Machinery	28	Other	426
Equipment	1,204		
Land	18,468	**Total Liabilities**	**19,617**
Construction in progress	171	NET ASSETS	
		Shareholders' equity	**144,937**
		Common stock	**13,260**
		Additional paid-in capital	**29,294**
Intangible assets	**588**	Capital reserve	29,294
Leasehold right	585	**Retained earnings**	**109,717**
Other	2	Legal reserve	3,315
		Other retained earnings	106,402
		Reserve for deferred gain on sale of property	4,087
		General reserve	90,000
		Retained earnings carried forward	12,315
Investment, and other assets	**108,323**	**Treasury stock, at cost**	**(7,334)**
Investments	876	**Valuation and translation adjustments**	**119**
Investments in subsidiaries and affiliated companies	107,056	Net unrealized gain on available-for-sale securities	**119**
Other	389	**Stock acquisition rights**	**438**
		Total Net Assets	**145,496**
Total Assets	**165,113**	**Total Liabilities and Net Assets**	**165,113**

Amounts less than ¥1 million are rounded down to the nearest million.

NON-CONSOLIDATED STATEMENT OF INCOME
YEAR ENDED MARCH 31, 2017

(Millions of yen)

Accounts	Amount	
Operating revenue		
Rental income	4,302	
Dividend income	8,540	
Other	296	13,139
Operating costs and expenses		
Cost of rent	1,873	1,873
Operating Gross Income		**11,266**
Selling, general and administrative expenses	2,025	2,025
Operating income		**9,241**
Non-operating income		
Interest income	14	
Dividends received	11	
Other	31	56
Non-operating expenses		
Interest expenses	16	
Loss on sale of securities	37	
Other	28	82
Ordinary income		**9,215**
Extraordinary income		
Gain on sale of fixed assets	3,769	3,769
Extraordinary loss		
Loss on sale and disposal of fixed assets	111	111
Income before income taxes		**12,873**
Income taxes		
Current	610	
Deferred	808	1,419
Net income		**11,453**

Amounts less than ¥1 million are rounded down to the nearest million.

NON-CONSOLIDATED STATEMENT OF CHANGES IN NET ASSETS
YEAR ENDED MARCH 31, 2017

(Millions of yen)

Items	Shareholders' equity								
	Common stock	Additional paid-in capital	Retained earnings					Treasury stock, at cost	Total shareholders' equity
				Other retained earnings			Total retained earnings		
		Capital reserve	Legal reserve	Reserve for deferred gain on sale of property	General reserve	Retained earnings carried forward			
Balance as of April 1, 2016	13,260	29,294	3,315	2,111	90,000	7,496	102,922	(2,875)	142,601
Changes during current fiscal year									
Provision of reserve for deferred gain on sale of property				2,088		(2,088)	-		-
Reserve for deferred gain on sale of property				(112)		112	-		-
Cash dividends						(4,648)	(4,648)		(4,648)
Net income						11,453	11,453		11,453
Purchase of treasury stock								(4,521)	(4,521)
Exercise of stock acquisition rights						(10)	(10)	63	52
Net change in items other than shareholders' equity									
Total changes during current fiscal year	-	-	-	1,975	-	4,819	6,794	(4,458)	2,336
Balance as of March 31, 2017	13,260	29,294	3,315	4,087	90,000	12,315	109,717	(7,334)	144,937

Amounts less than ¥1 million are rounded down to the nearest million.

(Millions of yen)

Items	Valuation and translation adjustments	Stock acquisition rights	Total net assets
	Net unrealized gain on available-for-sale securities		
Balance as of April 1, 2016	116	417	143,135
Changes during current fiscal year			
Provision of reserve for deferred gain on sale of property			-
Reserve for deferred gain on sale of property			-
Cash dividends			(4,648)
Net income			11,453
Purchase of treasury stock			(4,521)
Exercise of stock acquisition rights		(52)	0
Net change in items other than shareholders' equity	3	73	77
Total changes during current fiscal year	3	21	2,361
Balance as of March 31, 2017	119	438	145,496

Amounts less than ¥1 million are rounded down to the nearest million.

(TRANSLATION)

INDEPENDENT AUDITOR'S REPORT

May 10, 2017

To the Board of Directors of
Wacoal Holdings Corp.:

Deloitte Touche Tohmatsu LLC

Designated Unlimited Liability Partner,
Engagement Partner,
Certified Public Accountant:

Fumihiko Kimura

Designated Unlimited Liability Partner,
Engagement Partner,
Certified Public Accountant:

Hiroaki Sakai

Designated Unlimited Liability Partner,
Engagement Partner,
Certified Public Accountant:

Seiichiro Nakashima

Pursuant to the fourth paragraph of Article 444 of the Companies Act, we have audited the consolidated financial statements, namely, the consolidated balance sheet as of March 31, 2017 of Wacoal Holdings Corp. (the "Company") and its consolidated subsidiaries, and the consolidated statements of income and equity for the fiscal year from April 1, 2016 to March 31, 2017, and the related notes.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements pursuant to the provisions of the second sentence of the first paragraph of Article 120 of the Ordinance on Company Accounting, which is applied *mutatis mutandis* pursuant to the third paragraph of Article 120-3 of the Ordinance on Company Accounting, which allows companies to prepare consolidated financial statements with the omission of a part of the disclosures required under accounting principles generally accepted in the United States of America, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of

accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

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

Audit Opinion

In our opinion, the consolidated financial statements referred to above, prepared with the omission of a part of the disclosures required under accounting principles generally accepted in the United States of America pursuant to the provisions of the second sentence of the first paragraph of Article 120 of the Ordinance on Company Accounting, which is applied *mutatis mutandis* pursuant to the third paragraph of Article 120-3 of the Ordinance on Company Accounting, present fairly, in all material respects, the financial position of Wacoal Holdings Corp. and its consolidated subsidiaries as of March 31, 2017, and the results of their operations for the year then ended.

Interest

Our firm and the engagement partners do not have any interest in the Company for which disclosure is required under the provisions of the Certified Public Accountants Act.

The above represents a translation, for convenience only, of the original report issued in the Japanese language.

(TRANSLATION)

INDEPENDENT AUDITOR'S REPORT

May 10, 2017

To the Board of Directors of
Wacoal Holdings Corp.:

Deloitte Touche Tohmatsu LLC

Designated Unlimited Liability Partner,
Engagement Partner,
Certified Public Accountant:

Fumihiko Kimura

Designated Unlimited Liability Partner,
Engagement Partner,
Certified Public Accountant:

Hiroaki Sakai

Designated Unlimited Liability Partner,
Engagement Partner,
Certified Public Accountant:

Seiichiro Nakashima

Pursuant to the first item, second paragraph of Article 436 of the Companies Act, we have audited the non-consolidated financial statements, namely, the non-consolidated balance sheet as of March 31, 2017 of Wacoal Holdings Corp. (the "Company"), and the related non-consolidated statements of income and changes in net assets for the 69th fiscal year from April 1, 2016 to March 31, 2017, and the related notes and the accompanying supplemental schedules.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the non-consolidated financial statements and the accompanying supplemental schedules. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the non-consolidated financial statements and the accompanying supplemental schedules, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the non-consolidated financial statements and the accompanying supplemental schedules in

order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the non-consolidated financial statements and the accompanying supplemental schedules.

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

Audit Opinion

In our opinion, the non-consolidated financial statements and the accompanying supplemental schedules referred to above present fairly, in all material respects, the financial position of Wacoal Holdings Corp. as of March 31, 2017, and the results of its operations for the year then ended in accordance with accounting principles generally accepted in Japan.

Interest

Our firm and the engagement partners do not have any interest in the Company for which disclosure is required under the provisions of the Certified Public Accountants Act.

The above represents a translation, for convenience only, of the original report issued in the Japanese language, and "the accompanying supplemental schedules" referred to in this report are not included in the attached financial documents.

AUDIT REPORT

We, the Audit & Supervisory Board, have received the reports of the audit procedures and results concerning the execution of duties by the Directors during the 69th fiscal year, from April 1, 2016 to March 31, 2017, prepared by each of the Audit & Supervisory Board Members. After discussing the reports, we have prepared this Audit Report and report as follows:

1. Procedures and details of the audits by the Audit & Supervisory Board Members and the Audit & Supervisory Board

(1) The Audit & Supervisory Board established the policy of audit and assignment of work responsibilities, received reports on the audits and results from each of the Audit & Supervisory Board Members, received reports regarding the execution of duties by Directors and Accounting Auditor and requested reports whenever necessary.

(2) In conformity with the audit standards prescribed by the Audit & Supervisory Board and in accordance with the policy of audit and the assignment of the work responsibilities, each of the Audit & Supervisory Board Members has made efforts to communicate with the Directors, internal audit department and other employees and maintain an environment for information gathering and auditing and have conducted audits as follows:

(i) We attended meetings of the Board of Directors and other important meetings, received reports regarding the execution of duties by the Directors and employees, investigated the conduct of the business and the assets and properties of the Company at the head office and other principal offices and, whenever necessary, requested explanations. With respect to subsidiaries, we made efforts to communicate and exchange information with the Directors and Audit & Supervisory Board Members of the subsidiaries and, whenever necessary, requested reports on the business from such subsidiaries.

(ii) With respect to the resolution of the Board of Directors, as described in the business report, concerning the system to ensure that the execution of duties by Directors complies with laws and regulations and the Articles of Incorporation and the establishment, required under Paragraphs 1 and 3, Article 100 of the Enforcement Regulations of the Companies Act, of a system to ensure that the business conduct of the business group comprised of a joint stock corporation (*kabushiki kaisha*) and its subsidiaries is appropriate, as well as the system established pursuant to such resolution (internal control system), we have received reports regularly from the Directors and other employees on their establishment and operation, requested explanations whenever necessary, and expressed our opinion.

(iii) We have examined the details of the basic policies (as stipulated in Item 3 (a), Article 118 of the Enforcement Regulations of the Companies Act) and each effort (as stipulated in Item 3 (b) of said Article) as described in the business report.

(iv) We have monitored and inspected whether the Accounting Auditor has maintained independence and whether the audits have been conducted appropriately, received reports from the Accounting Auditor on the execution of duties and requested explanations whenever necessary. The Accounting Auditor has reported to us that the "system to ensure the appropriate execution of duties" (matters stipulated in each Item of Article 131 of the Ordinance on Company Accounting under the Companies Act) has been established pursuant to the "Quality Control Standard for Audits" (October 28, 2005 Business Accounting Council), and we requested explanations whenever necessary.

Based on the above, we have examined the business report and the supplementary statement, financial statements (the non-consolidated balance sheet, the non-consolidated statement of income, the non-consolidated statement of changes in net assets and the related notes) and the accompanying supplemental schedules, as well as the consolidated financial statements (the consolidated balance sheet, the consolidated statement of income, the consolidated statement of equity and the related notes) for the subject fiscal year.

2. Results of the Audit

(1) Results of the audit on the business report

(i) The business report and its supplementary statement present fairly the Company's affairs in conformity with the applicable laws and regulations of Japan and the Company's Articles of Incorporation.

(ii) With regard to the execution of duties by the Directors, there has been no misconduct or material matters that would constitute a violation of any laws or regulations of Japan or the Company's Articles of Incorporation.

(iii) In our opinion, the details of the resolution of the Board of Directors regarding the internal control system are fair and we have nothing to point out with regard to the details of the business report and execution of duties by Directors concerning such internal control system.

(iv) We have nothing to point out with regard to the basic policies on the nature of personnel who should control the determination of financial and business policies of the Company as described in the business report. Furthermore, in our opinion, each effort as stated in the business report (pursuant to Item 3 (b), Article 118 of the Enforcement Regulation of the Companies Act) is in line with such basic policy, is not detrimental to the common interests of the shareholders of the Company and is not intended to maintain the status of corporate officer of the Company.

(2) Results of the audit of the financial statements and the accompanying supplementary schedules

In our opinion, the audit procedures and audit results received from Deloitte Touche Tohmatsu LLC, the Accounting Auditor, are appropriate.

(3) Results of the audit of the consolidated financial statements

In our opinion, the audit procedures and audit results received from Deloitte Touche Tohmatsu LLC, the Accounting Auditor, are appropriate.

May 16, 2017

Wacoal Holdings Corp.
Audit & Supervisory Board

Tomoki Nakamura (Seal)
Audit & Supervisory Board Member
(Standing)

Kiyotaka Hiroshima (Seal)
Audit & Supervisory Board Member
(Standing)

Akira Katayanagi (Seal)
Audit & Supervisory Board Member

Yoko Takemura (Seal)
Audit & Supervisory Board Member

Hiroshi Shirai (Seal)
Audit & Supervisory Board Member

(Note)

Mr. Akira Katayanagi, Ms. Yoko Takemura and Mr. Hiroshi Shirai, Audit & Supervisory Board Members, are Outside Audit & Supervisory Board Members as stipulated by Item 16, Article 2, Paragraph 3 of Article 335 of the Companies Act.

-End-