

May 1, 2006

To whom it may concern:

WACOAL HOLDINGS CORP.
Yoshikata Tsukamoto, Representative Director
(Code Number: 3591)
(Tokyo Stock Exchange, First Section)
(Osaka Securities Exchange, First Section)
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Announcement of Amendments to Articles of Incorporation

We hereby announce that on May 10, 2006, our Board of Directors resolved to propose the following amendments to our Articles of Incorporation at the 58th ordinary general meeting of shareholders to be held on June 29, 2006.

1. Reasons for Amendments:

- (1) To add a new business to the Company's business purpose, in view of further diversification of our business. (Article 2 of the proposed amendment)
- (2) To shorten the term of office of directors from the current two years to one year in order to clarify management responsibilities and establish a management system that is able to respond rapidly to a changing business environment. (Article 21 of the proposed amendment)
- (3) To provide that basic policies with respect to measures (i.e. defensive measures against takeovers) taken in response to the acquisition of a substantial number of shares of the Company by a third party may be adopted by resolution of the general meeting of shareholders. (Article 16 of the proposed amendment)

(Note) For more details, please refer to "Basic Policies for Measures (Defensive Measures Against Takeovers) Concerning Acquisition of a Substantial Shareholding of the Company" as separately announced as of the date of this announcement.

- (4) To reflect the following amendments to our Articles of Incorporation following the implementation of amendments to Japanese corporate law ("Corporate Law" No.86 of 2005):
 - (i) To provide for various corporate governance bodies of the company to be established pursuant to Paragraph 2, Article 326 of the Corporate Law. (Article 4 of the proposed amendment)
 - (ii) To provide that the Company shall issue stock certificates representing shares of the Company pursuant to the provision of Article 214 of the Corporate Law. (Article 7 of the proposed amendment)
 - (iii) To provide that the rights of a holder of shares constituting less than one unit shall be restricted to the extent reasonable pursuant to the provisions of Paragraph 2, Article 189 of the Corporate Law. (Article 9 of the proposed amendment)
 - (iv) To provide a provision that the Company deems availability on the Internet for a specified period of time of reference materials for general meetings of shareholders, business reports, financial statements and consolidated financial statements to be a sufficient means of delivery, in accordance with the provisions of the enforcement order of the Corporate Law and the Company Computation Regulations, which will allow the Company to provide such

information in a cost-effective manner. (Article 15 of the proposed amendment)

- (v) To provide that the Company may, whenever necessary, adopt resolutions of the Board of Directors in writing or by means of electromagnetic delivery pursuant to the provisions of Article 370 of the Corporate Law. (Article 25 of the proposed amendment)
 - (vi) To prescribe that the Company may, in advance, execute a limitation of liability agreement with outside statutory auditors pursuant to the provisions of Paragraph 1, Article 427 of the Corporate Law, so that such outside statutory auditors may exercise their expected roles fully. (Article 36 of the proposed amendment)
 - (vii) To enable a more rapid return of profits to shareholders by giving the Board of Directors the authority to make decisions regarding distributions of surplus within one year of a change of the term of office of the directors pursuant to the provisions of Paragraph 1, Article 459 of the Corporate Law. (Article 38 of the proposed amendment)
- In addition, to delete Article 6 of the Articles of Incorporation, since the repurchase of treasury stock is now defined as a distribution of surplus under the new Corporate Law, which enables the repurchase of treasury stock.
- (viii) To conform certain provisions of the Articles of Incorporation with relevant provisions of the Corporate Law, and to change various terms and expressions under the former Commercial Code to those used in the Corporate Law.
- (5) To delete provisions that merely confirm matters prescribed by the law and regulations, and to change, organize, amend various expressions, formatting, words and phrases of the text as necessary.

2. Details of the Amendment

The details of the proposed amendment is as follows.

(Parts to be amended are underlined.)

Current Provision	Proposed Amendment
Chapter I. General Provisions	Chapter I. General Provisions
Article 1 (Trade Name) The name of the Company shall be “Kabushiki Kaisha Wacoal Holdings” and shall be expressed as “Wacoal Holdings Corp.” in English	Article 1 (Trade Name) <i>[The writing style of the original Japanese was amended, but the meaning remains unchanged.]</i>
Article 2 (Purposes) The purposes of the Company shall be to engage in the following businesses:	Article 2 (Purposes) The purposes of the Company shall be to engage in the following businesses:
<ol style="list-style-type: none"> 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: <ol style="list-style-type: none"> (1) Manufacture and sale of clothing and apparel and sundries pertaining to clothing and apparel; (2) Manufacture, sale and installation of furniture, bedding, interior decorations and other home furnishings; (3) Manufacture and sale of cosmetics, soap, cleansers, medical supplies and quasi-drugs and sale of health food; (4) Management of facilities for cultural, 	<i>[The numbering format of Article 2 was amended in the original Japanese, but the meaning of the first 22 items remains unchanged.]</i>

Current Provision	Proposed Amendment
<p>welfare, educational, sporting, entertainment, beauty and restaurant use, and manufacture and sale of commodities, provision of service, technical guidance and consulting pertaining to the above facilities;</p> <p>(5) Sale, purchase and brokerage of objects of art and curios and management and operation of picture galleries;</p> <p>(6) Acquisition, lease, alienation and technical guidance of intangible property rights such as industrial property rights and copyrights on literature, art, artistic handicraft, music, images and voice;</p> <p>(7) Publishing and advertising business;</p> <p>(8) Sale, purchase, lease, brokerage and management of real estate;</p> <p>(9) Lease and brokerage of personal property;</p> <p>(10) Nonlife insurance agency, insurance agency under the Automobile Liability Security Law and life insurance solicitation agency;</p> <p>(11) Planning, design, supervision, execution, consulting and sale of construction work and interior decoration;</p> <p>(12) Sale of building materials and sale of equipment and apparatus pertaining to housing such as fittings, furniture, utensils, kitchens, modular baths and toilets;</p> <p>(13) Planning, design, supervision and consulting relating to community development, urban development and environmental conditioning;</p> <p>(14) Planning, design, supervision, execution and consulting relating to landscaping, gardening and stonecutting;</p> <p>(15) Production, sale and lease of trees, plants and materials for gardening;</p> <p>(16) Data processing, provisions of information and development, purchase, sale, lease and consulting relating to computer hardware and software;</p> <p>(17) Processing of jewelry, precious metals and accessories and manufacture and sale of watches, eyeglasses, footwear, bags and umbrellas;</p> <p>(18) Money lending, loan agency, guarantee, holding of and investment in securities and credit card business;</p> <p>(19) Dispatching of workers;</p> <p>(20) Education, training and consulting relating to development of ability of the human resource to appropriately adapt to</p>	

Current Provision	Proposed Amendment
<p>profession;</p> <p>(21) Undertaking of financial and accounting affairs, calculation of wages, etc., preparation of documents relating to internal and external transactions, reception and telephone switching affairs, telephone marketing, translation and interpretation, operation of office and communication equipment and system programming, etc.;</p> <p>(22) Warehousing;</p> <p>(23) Investments incidental to Items (1) through (22) above;</p> <p>(24) Any and all business incidental or related to Items (1) through (23) above;</p>	<p>(23) <u>Manufacture and sale of mannequins and display equipment;</u></p> <p>(24) Investments incidental to Items (1) through (23) above;</p> <p>(25) Any and all business incidental or related to Items (1) through (24) above;</p>
<p>Article 3 (Location of Head Office)</p> <p>The head office of the Company shall be located in Kyoto.</p> <p>[Newly added.]</p> <p>Article 4 (Method of Public Notice)</p> <p>Public notices of the Company shall be given in the <i>Nihon Keizai Shimbun</i>.</p> <p>Chapter II. Shares</p> <p>Article 5 (Total Number of Shares)</p> <p>The total number of shares issued by the Company shall be five hundred million (500,000,000) shares.</p> <p><u>Provided, however, that in case of cancellation of shares, the total number of shares shall be reduced by such number of shares cancelled.</u></p> <p>[Newly added.]</p>	<p>Article 3 (Location of Head Office)</p> <p><i>[The writing style of the original Japanese was amended, but the meaning remains unchanged.]</i></p> <p><u>Article 4 (Corporate Governance Bodies)</u></p> <p><u>The Company shall establish the following corporate governance bodies in addition to the general meeting of shareholders and directors:</u></p> <p>(1) <u>Board of Directors</u> (2) <u>Statutory Auditor(s)</u> (3) <u>Board of Statutory Auditors</u> (4) <u>Accounting Auditor(s)</u></p> <p>Article 5 (Method of Public Notice)</p> <p><i>[The writing style of the original Japanese was amended, but the meaning remains unchanged.]</i></p> <p>Chapter II. Shares</p> <p>Article 6 (Total Number of Authorized Shares)</p> <p>The total number of shares <u>authorized to be issued</u> by the Company shall be five hundred million (500,000,000) shares.</p> <p>[Deleted.]</p> <p>Article 7 (Issuance of Stock Certificates)</p> <p><u>The Company shall issue stock certificates representing shares of the Company.</u></p>

Current Provision	Proposed Amendment
<p><u>Article 6 (Acquisition of Treasury Stock)</u></p> <p><u>The Company may acquire treasury stock by resolution of the Board of Directors pursuant to Item 2, Paragraph 1 of Article 211-3 of the Commercial Code.</u></p> <p><u>Article 7 (Number of Shares Constituting One Unit and Non-Issuance of Shares Not Constituting One Unit)</u></p> <p>1. The number of shares of the Company constituting one unit shall be 1,000 shares.</p> <p>2. The Company shall not issue any stock certificates for shares not constituting a full unit of shares (hereinafter referred to as “shares not constituting a full unit”) unless otherwise stipulated in the Share Handling Regulations of the Company.</p> <p><u>Article 8 (Types of Shares)</u></p> <p><u>The types of shares to be issued by the Company shall be subject to the Share Handling Regulations to be established by the Company.</u></p> <p style="text-align: center;"><i>[Newly added.]</i></p>	<p style="text-align: center;"><i>[Deleted.]</i></p> <p><u>Article 8 (Number of Shares Constituting One Unit and Non-Issuance of Shares not Constituting One Unit)</u></p> <p>1. The number of shares of the Company constituting one unit shall be one thousand (1,000) shares.</p> <p>2. <u>Notwithstanding the provisions of the preceding Article, the Company shall not issue any stock certificates for shares not constituting a full unit unless otherwise stipulated in the Share Handling Regulations of the Company.</u></p> <p style="text-align: center;"><i>[Deleted.]</i></p> <p><u>Article 9 (Rights Concerning Shares Constituting Less Than One Full Unit)</u></p> <p><u>The shareholders (including beneficial owners; hereinafter the same) of the Company may not exercise any rights except for the rights set forth below concerning shares constituting less than one full unit:</u></p> <p>(1) <u>the rights as prescribed under each Items of Article 189 of the Corporate Law;</u></p> <p>(2) <u>the put rights pursuant to the provisions of Paragraph 1, Article 166 of the Corporate Law;</u></p> <p>(3) <u>the right to receive an allocation of share offerings and stock acquisition rights in proportion to the number of shares held;</u></p>

Current Provision	Proposed Amendment
<p>Article 9 (Transfer Agent)</p> <p>The Company shall have a transfer agent <u>for the handling of its shares.</u></p> <p>The transfer agent and the location of its share handling office shall be determined by the Board of Directors, and public notice thereof shall be given.</p> <p>The shareholders' register, <u>the beneficial owners' register (hereinafter collectively referred to as the "Shareholders Registers") and the register of lost shares of the Company shall be kept at the share handling office of the transfer agent, and the Company shall cause the transfer agent to register the transfer of shares, the purchase of shares not constituting a full unit and other business relating to the shares of the Company.</u></p> <p>Article 10 (Record Date)</p> <p><u>A shareholder (including beneficial owners; hereinafter the same) registered or recorded in the Shareholders' Register at the close of the day for settlement of accounts of each business year shall be entitled to the rights of a shareholder at the ordinary general meeting of shareholders held in respect of such business year.</u></p> <p><u>In addition to the foregoing, whenever necessary, the Company may determine by resolution of the Board of Directors and upon giving prior public notice thereof that a shareholder or pledgee registered or recorded in the Shareholders' Register as of a specific date shall be entitled to the rights of a shareholder or a registered pledgee.</u></p> <p>Article 11 (Share Handling Regulations)</p> <p>The handling of shares shall be undertaken in accordance with the Share Handling Regulations established by resolution of the Board of Directors <u>based upon generally accepted practice with respect to the handling of shares.</u></p> <p style="text-align: center;">Chapter III. General Meetings of Shareholders</p> <p>Article 12 (Convocation)</p> <p>An ordinary general meeting of shareholders shall be convened in June of each year and extraordinary general meetings of shareholders may be convened <u>whenever necessary.</u></p>	<p>Article 10 (Transfer Agent)</p> <ol style="list-style-type: none"> 1. The Company shall have a transfer agent. 2. The transfer agent and the location of its share handling office shall be determined by <u>resolution of the Board of Directors, and public notice thereof shall be given.</u> 3. The shareholders' register (<u>including beneficial owners' register; hereinafter the same</u>), <u>the register of stock acquisition rights and the register of lost shares of the Company shall be prepared and kept by the transfer agent, and the Company shall cause the transfer agent to handle any business relating to the shareholders' register, the register of stock acquisition rights and the register of lost shares of the Company.</u> <p><i>[Deleted and moved to Article 13 with certain amendments.]</i></p> <p>Article 11 (Share Handling Regulations)</p> <p>The handling <u>and handling charges</u> of shares <u>of the Company</u> shall be undertaken <u>as provided by law and regulation or by these Articles of Incorporation and</u> in accordance with the Share Handling Regulations established by resolution of the Board of Directors</p> <p style="text-align: center;">Chapter III. General Meetings of Shareholders</p> <p>Article 12 (Convocation)</p> <p>An ordinary general meeting of shareholders <u>of the Company</u> shall be convened in June of each year and extraordinary general meetings of shareholders may be convened <u>from time to time whenever necessary.</u></p>

Current Provision	Proposed Amendment
<p data-bbox="209 344 754 405"><i>[Moved from Article 10 of the current provision with certain amendments.]</i></p> <p data-bbox="209 506 715 566"><u>Article 13 (Person Authorized to Convene Meetings)</u></p> <p data-bbox="209 589 793 712"><u>Unless otherwise provided by law or regulation, the President and Director shall convene general meetings of shareholders pursuant to resolution of the Board of Directors.</u></p> <p data-bbox="209 730 793 855">If the President and Director is unable to act as aforesaid, another director, in an order fixed in advance by resolution of the Board of Directors, shall act in his place.</p> <p data-bbox="209 875 485 904"><u>Article 14 (Chairman)</u></p> <p data-bbox="209 925 751 985"><u>The President and Director shall preside over the general meetings of shareholders.</u></p> <p data-bbox="209 1005 793 1131"><u>If the President and Director is unable to act as aforesaid, one of the other directors, in an order fixed in advance by resolution of the Board of Directors, shall act in his/her place.</u></p> <p data-bbox="413 1335 588 1364"><i>[Newly added.]</i></p>	<p data-bbox="818 264 1358 324"><u>Article 13 (Record Date of Ordinary General Meeting of Shareholders)</u></p> <p data-bbox="818 344 1406 439"><u>The record date for exercise of voting rights at the ordinary general meeting of shareholders of the Company shall be March 31 of each year.</u></p> <p data-bbox="818 506 1326 566"><u>Article 14 (Person Authorized to Convene Meetings and Chairman)</u></p> <ol data-bbox="818 589 1406 792" style="list-style-type: none"> <li data-bbox="818 589 1394 649">1. The President and Director shall convene and preside over general meetings of shareholders. <li data-bbox="818 667 1406 792">2. If the President and Director is unable to act as aforesaid, another director, in an order fixed in advance by resolution of the Board of Directors, shall act in his place. <p data-bbox="818 972 1326 1032"><i>[Deleted and integrated with Article 14 with certain amendments.]</i></p> <p data-bbox="818 1149 1382 1243"><u>Article 15 (Internet Disclosure and Deemed Delivery of Reference Materials, etc. for General Meetings of Shareholders)</u></p> <p data-bbox="818 1263 1406 1550"><u>The Company may, for the purpose of convocation of a general meeting of shareholders, deem that it has delivered to the shareholders the information to be stated or indicated in the reference materials for the general meeting of shareholders, business reports, financial statements and consolidated financial statements by disclosing such information using the Internet as provided for by law and regulation.</u></p>

Current Provision	Proposed Amendment
<p data-bbox="416 712 584 745" style="text-align: center;"><i>[Newly added]</i></p> <p data-bbox="209 1245 507 1279">Article <u>15</u> (Resolutions)</p> <p data-bbox="209 1294 775 1451">Unless otherwise provided by law or regulation or by these Articles of Incorporation, a majority of the voting rights held by shareholders present at a general meeting of shareholders shall be required to adopt resolutions thereat.</p> <p data-bbox="209 1469 783 1693">A resolution to be made <u>pursuant to the provisions of Article 343 of the Commercial Code</u> shall be adopted by a two-thirds majority of the voting rights held by the shareholders present at a general meeting of shareholders, who shall represent one-third or more of the total number of voting rights of <u>all shareholders</u>.</p>	<p data-bbox="818 264 1366 327"><u>Article 16 (Matters to be Resolved at General Meetings of Shareholders)</u></p> <p data-bbox="818 344 1406 568">1. <u>In addition to the matters separately provided by law and regulation or by these Articles of Incorporation, the basic policies for measures concerning acquisition by a third party of a substantial shareholding of the Company may be prescribed by resolution of a general meeting of shareholders.</u></p> <p data-bbox="818 586 1406 1196">2. <u>The measures against the acquisition of a substantial shareholding of the Company as stipulated in the preceding paragraph shall mean measures that make it difficult to effect a takeover of the Company, such as the issuance of new shares or acquisition rights for the subscription of new shares which are not primary intended for financing or business alliance purposes and that are taken prior to the commencement of a takeover by a third party who poses a threat to the value of the Company and thus to the common interests of the shareholders. Such measures shall be deemed to have been taken when the specific details of the measures against the acquisition of a substantial shareholding of the Company by a third party are determined, such as the adoption of resolution to issue new shares or warrants for the subscription of new shares as a measure against the acquisition of a substantial shareholding of the Company.</u></p> <p data-bbox="818 1214 1118 1247">Article <u>17</u> (Resolutions)</p> <p data-bbox="818 1265 1385 1451">Unless otherwise provided by law or regulation or by these Articles of Incorporation, a majority of the voting rights held by shareholders <u>who are entitled to exercise such voting rights</u> present at a general meeting of shareholders shall be required to adopt resolutions thereat.</p> <p data-bbox="818 1469 1401 1727">A resolution <u>as stipulated in Paragraph 2, Article 309 of the Corporate Law</u> shall be adopted by a two-thirds majority of the voting rights held by the shareholders present at a general meeting of shareholders, who shall represent one-third or more of the total number of voting rights of <u>the shareholders who are entitled to exercise such voting rights</u>.</p>

Current Provision	Proposed Amendment
<p>Article <u>16</u> (Exercise of Voting Rights by Proxy)</p> <p>A shareholder <u>or his/her legal representative</u> may exercise his/her voting rights through a proxy who shall be another shareholder of the Company having voting rights.</p> <p><u>Provided, however, that</u> such shareholder or proxy shall submit to the Company documentation evidencing his/her power of attorney at every general meeting at which he/she is to act as a proxy.</p> <p>Article <u>17</u> (Minutes)</p> <p><u>Minutes shall be prepared to record the substance and results of the proceedings at general meetings of shareholders, and the Chairman and Directors present shall affix their names and seals thereto. The original copy of such minutes shall be kept at the head office of the Company for a period of ten years, and certified copies thereof shall be kept at branch offices of the Company for a period of five years.</u></p> <p style="text-align: center;">Chapter IV. Directors and Board of Directors</p> <p>Article <u>18</u> (Number of <u>Directors</u>)</p> <p>The Company shall have not more than seven (7) directors.</p> <p>Article <u>19</u> (Appointment of <u>Directors</u>)</p> <p>The directors shall be appointed by resolution of a general meeting of shareholders.</p> <p><u>The appointment of directors as provided in the preceding paragraph shall require an attendance of shareholders representing one-third or more of the total number of voting rights held by all shareholders.</u></p> <p>Resolutions to appoint directors shall not be adopted by cumulative voting.</p> <p>Article <u>20</u> (Term of Office of <u>Directors</u>)</p> <p>The term of office of a director shall expire upon the conclusion of the ordinary general meeting of shareholders held in respect of the last <u>business year ending within two years</u> after his/her <u>assumption of office.</u></p>	<p>Article <u>17</u> (Exercise of Voting Rights by Proxy)</p> <p><u>1.</u> A shareholder may exercise his/her voting rights through a proxy who shall be another shareholder of the Company having voting rights.</p> <p><u>2.</u> Such shareholder or proxy shall submit to the Company documentation evidencing his/her power of attorney at every general meeting of <u>shareholders</u> at which he/she is to act as a proxy.</p> <p style="text-align: center;">[Deleted.]</p> <p style="text-align: center;">Chapter IV. Directors and Board of Directors</p> <p>Article <u>19</u> (Number)</p> <p>The Company shall have not more than seven (7) directors.</p> <p>Article <u>20</u> (<u>Method of Appointment</u>)</p> <p><u>1.</u> The directors shall be appointed by resolution of a general meeting of shareholders.</p> <p><u>2. Resolutions to appoint directors shall be made by a majority vote of the voting rights of shareholders present at a general meeting of shareholders, where such shareholders present shall hold shares representing one third (1/3) or more of the voting rights of all shareholders who are entitled to exercise such voting rights.</u></p> <p><u>3.</u> Resolutions to appoint directors shall not be adopted by cumulative voting.</p> <p>Article <u>21</u> (Term of Office)</p> <p>The term of office of a director shall expire upon the conclusion of the ordinary general meeting of shareholders held in respect of the last <u>fiscal year ending within one year</u> after his/her <u>appointment.</u></p>

Current Provision	Proposed Amendment
<p><u>Article 21 (Executive Directors)</u></p> <p>The Company may, by resolution of the Board of Directors, appoint <u>one Chairman and Director, one President and Director and one or more Vice Chairman and Directors, Executive Vice Presidents and Directors, Senior Managing Directors and Managing Directors from among the Directors.</u></p> <p><u>The Chairman and Director shall provide advice and suggestions regarding the operations of the Company at the request of the President and Director. The President and Director shall supervise the administration of the Company. The Vice Chairman and Director(s) shall assist the Chairman and Director. The Executive Vice President and Director(s), Senior Managing Director(s) and Managing Director(s) shall assist the President and Director in the administration of the Company.</u></p> <p><u>Article 22 (Representative Directors)</u></p> <p><u>The President and Director shall be a Representative Director.</u></p> <p><u>Other Representative Director(s) may be appointed by resolution of the Board of Directors whenever necessary from among the existing Executive Directors in accordance with the provisions of the preceding Article.</u></p> <p><u>Article 23 (Remuneration for Directors)</u></p> <p><u>The remuneration to be paid to directors shall be determined by resolution of a general meeting of shareholders.</u></p> <p><u>Article 24 (Authority of Board of Directors)</u></p> <p><u>The Board of Directors shall determine matters provided by law or regulation and other important matters relating to the execution of the business of the Company.</u></p> <p><u>Article 25 (Person Authorized to Convene Meetings of Board of Directors and Chairman)</u></p> <p>The President and Director shall convene and preside over meetings of the Board of Directors.</p> <p>If the President and Director is unable to act as aforesaid, one of the other directors, in an order fixed in advance by resolution of the Board of Directors, shall act in his/her place.</p>	<p><u>Article 21 (Executive Directors)</u></p> <p><u>1. The Company may, by resolution of the Board of Directors, appoint Representative Director(s).</u></p> <p><u>2. The Company may, by resolution of the Board of Directors, appoint one Chairman and Director, one President and Director and any number of Vice Chairmen and Directors, Executive Vice Presidents and Directors, Senior Managing Directors and Managing Directors.</u></p> <p><i>[Deleted and integrated with Article 22 with certain amendments.]</i></p> <p><i>[Deleted and integrated with Article 27 with certain amendments.]</i></p> <p><i>[Deleted.]</i></p> <p><u>Article 23 (Person Authorized to Convene Meetings of Board of Directors and Chairman)</u></p> <p><u>1. Unless otherwise provided by law or regulation, the President and Director shall convene and preside over meetings of the Board of Directors.</u></p> <p><u>2. If the President and Director is unable to act as aforesaid, one of the other directors, in an order fixed in advance by resolution of the Board of Directors, shall act in his/her place.</u></p>

Current Provision	Proposed Amendment
<p><u>Article 26. (Procedures for Convocation of a Meeting of Board of Directors)</u></p> <p>Notice of convocation of a meeting of the Board of Directors shall be provided to each director and statutory auditor at least three days prior to the date set for such meeting.</p> <p>Provided, however, that in case of emergency, such period may be shortened.</p> <p style="text-align: center;"><i>[Newly added.]</i></p> <p><u>Article 27. (Resolutions of Board of Directors)</u></p> <p><u>A majority of the directors present at a meeting of the Board of Directors at which a majority of the directors are present shall be required to adopt resolutions thereat.</u></p> <p><u>Article 28. (Minutes of Board of Directors)</u></p> <p><u>Minutes shall be prepared to record the substance and results of the proceedings at meetings of the Board of Directors and the directors and statutory auditors present shall affix their names and seals thereto. The original copy of all minutes shall be kept at the head office of the Company for a period of ten years.</u></p> <p style="text-align: center;"><i>[Newly added.]</i></p> <p><i>[Moved from Article 23 with certain amendments.]</i></p>	<p><u>Article 24. (Convocation Notice for Meetings of the Board of Directors)</u></p> <p><u>1. Notice of convocation of a meeting of the board of directors shall be provided to each director and statutory auditor at least three days prior to the date set for such meeting. Provided, however, that in case of emergency, such period may be shortened.</u></p> <p><u>2. Any meeting of Board of Directors may be held without convocation procedures if the consent of all directors and statutory auditors is obtained.</u></p> <p><u>Article 25. (Abbreviated Resolutions of Board of Directors)</u></p> <p><u>The resolutions of the Board of Directors shall be deemed to have been passed if the requirements prescribed in Article 370 of the Corporate Law are satisfied.</u></p> <p style="text-align: center;"><i>[Deleted.]</i></p> <p><u>Article 26. (Regulations of Board of Directors)</u></p> <p><u>Any matters concerning the Board of Directors shall be governed by the Regulations of Board of Directors to be established by the Board of Directors, and by any applicable law or regulation and these Articles of Incorporation.</u></p> <p><u>Article 27. (Remuneration etc.)</u></p> <p><u>The remuneration, bonus and other benefits received from the Company as consideration for execution of their duties (“Remuneration”) for directors shall be determined by resolution of a general meeting of shareholders.</u></p>

Current Provision	Proposed Amendment
<p>Article <u>29</u>. (Agreement on Limitation of Liability of Outside Directors)</p> <p>In accordance with the provisions of <u>Paragraph 19, Article 266 of the Commercial Code</u>, the Company may execute an agreement with an outside director to limit <u>his/her liability for the actions provided in Item 5, Paragraph 1 thereof</u>.</p> <p>Provided, however, that the maximum amount of liability under such agreement shall be <u>the total of the amount provided in each item of Paragraph 19, Article 266 of the Commercial Code</u>.</p> <p style="text-align: center;">Chapter V. Statutory Auditors and Board of Statutory Auditors</p> <p>Article <u>30</u> (Number of Statutory Auditors)</p> <p>The Company shall have not more than five statutory auditors.</p> <p>Article <u>31</u> (Appointment of Statutory Auditors)</p> <p>The statutory auditors shall be appointed by resolution of a general meeting of shareholders.</p> <p><u>Appointment of statutory auditors as provided in the preceding paragraph shall require the attendance of shareholders representing one-third or more of the total number of voting rights owned by all shareholders.</u></p> <p>Article <u>32</u> (Term of Office of Statutory Auditors)</p> <p>The term of office of a statutory auditor shall expire upon the conclusion of the ordinary general meeting of shareholders held in respect of the last <u>business year</u> ending within four (4) years after his/her <u>assumption of office</u>.</p> <p>Article <u>33</u>. (Full-Time Statutory Auditor)</p> <p><u>The statutory auditors shall appoint from among themselves</u> one or more full-time statutory auditor(s).</p> <p><u>Article 34. (Remuneration for Statutory Auditors)</u></p> <p><u>The remuneration to be paid to statutory auditors shall be determined by resolution of a general meeting of shareholders.</u></p>	<p>Article <u>28</u>. (Agreement on Limitation of Liability of Outside Directors)</p> <p>In accordance with the provisions of <u>Paragraph 1, Article 427 of the Corporate Law</u>, the Company may execute an agreement with any outside director to limit <u>the liability for damages incurred due to negligence of duties</u>; provided, however, that the maximum amount of liability under such agreement shall be <u>the amount as provided by law or regulation</u>.</p> <p style="text-align: center;">Chapter V. Statutory Auditors and Board of Statutory Auditors</p> <p>Article <u>29</u> (Number)</p> <p>The Company shall have not more than five statutory auditors.</p> <p>Article <u>30</u> (Method of Appointment)</p> <p><u>1.</u> The statutory auditors shall be appointed by resolution of a general meeting of shareholders.</p> <p><u>2.</u> <u>Resolutions to appoint statutory auditors shall be made by majority vote of the voting rights of the shareholders present at a general meeting of shareholders, where such shareholders present hold shares representing one-third or more of the voting rights of all shareholders who are entitled to exercise their voting rights.</u></p> <p>Article <u>31</u> (Term of Office)</p> <p>The term of office of a statutory auditor shall expire upon the conclusion of the ordinary general meeting of shareholders held in respect of the last <u>fiscal year</u> ending within four (4) years after his/her <u>appointment</u>.</p> <p>Article <u>32</u>. (Full-Time Statutory Auditor)</p> <p><u>The Company shall, by resolution of the Board of Directors, elect one or more full-time statutory auditor(s).</u></p> <p><i>[Deleted and integrated with Article 35 with certain amendments.]</i></p>

Current Provision	Proposed Amendment
<p><u>Article 35. (Authority of Board of Statutory Auditors)</u></p> <p><u>The Board of Statutory Auditors shall determine matters provided by law or regulation and other matters relating to the execution of the duties of statutory auditors to the extent that such determination does not prevent each statutory auditor from exercising his powers.</u></p> <p><u>Article 36. (Procedures for Convocation of a Meeting of Board of Statutory Auditors)</u></p> <p>Notice of convocation of a meeting of the Board of Statutory Auditors shall be dispatched to each statutory auditor at least three days prior to the date set for such meeting.</p> <p>Provided, however, that in case of emergency, such period may be shortened.</p> <p>[Newly added.]</p> <p><u>Article 37. (Resolutions of Board of Statutory Auditors)</u></p> <p><u>Unless otherwise provided by law or regulation, a majority of the statutory auditors shall be required to adopt resolutions at a meeting of the Board of Statutory Auditors.</u></p> <p><u>Article 38. (Minutes of Board of Statutory Auditors)</u></p> <p><u>Minutes shall be prepared to record the substance and results of the proceedings at meetings of the Board of Statutory Auditors and the statutory auditors present shall affix their names and seals thereto. An original copy of all minutes shall be kept at the head office of the Company for a period of ten years.</u></p> <p>[Newly added.]</p> <p>[Moved from Article 34 after certain amendments.]</p>	<p>[Deleted.]</p> <p><u>Article 33. (Convocation Notice for Meetings of the Board of Statutory Auditors)</u></p> <p>1. Notice of convocation of a meeting of the Board of Statutory Auditors shall be dispatched to each statutory auditor at least three days prior to the date set for such meeting. Provided, however, that in case of emergency, such period may be shortened.</p> <p>2. <u>Any meeting of the Board of Statutory Auditors may be held without taking such convocation procedures if consent from all of the statutory auditors is obtained.</u></p> <p>[Deleted.]</p> <p>[Deleted.]</p> <p><u>Article 34. (Regulations of Board of Statutory Auditors)</u></p> <p><u>Any matters concerning the Board of Statutory Auditors shall be governed by the Regulations of Board of Statutory Auditors to be established by the Board of Statutory Auditors, and by any applicable law or regulation and these Articles of Incorporation.</u></p> <p><u>Article 35. (Remuneration etc.)</u></p> <p><u>The Remuneration etc. for statutory auditors shall be determined by resolution of a general meeting of shareholders.</u></p>

Current Provision	Proposed Amendment
<p data-bbox="413 416 588 450" style="text-align: center;"><i>[Newly added.]</i></p> <p data-bbox="357 645 646 678" style="text-align: center;">Chapter VI. Accounts</p> <p data-bbox="209 707 743 770">Article 39. (<u>Business Year and Settlement of Account</u>)</p> <p data-bbox="209 790 791 947">The <u>business</u> year of the Company shall be the one year period from April 1 of each year to March 31 of the following year. <u>The day for settlement of accounts shall be the last day of each business year.</u></p> <p data-bbox="413 1070 588 1104" style="text-align: center;"><i>[Newly added.]</i></p> <p data-bbox="209 1263 496 1296">Article 40. (<u>Dividends</u>)</p> <p data-bbox="209 1312 791 1440"><u>Dividends of the Company shall be paid to the shareholders or pledgees registered or recorded in the Shareholder Registers at the close of the day for settlement of accounts of each business year.</u></p> <p data-bbox="209 1498 767 1561">Article 41. (<u>Prescription Period for Payment of Dividends</u>)</p> <p data-bbox="209 1579 791 1706">In the event that dividends are not received within three years from the date of commencement of payment thereof, the Company shall be relieved of its obligation to pay such dividends.</p>	<p data-bbox="818 264 1404 327"><u>Article 36. (Agreement on Limitation of Liability of Outside Statutory Auditors)</u></p> <p data-bbox="818 344 1404 602"><u>In accordance with the provisions of Paragraph 1, Article 427 of the Corporate Law, the Company may execute an agreement with an outside statutory auditor to limit the liability for damages incurred due to negligence of duties. Provided, however, that the maximum amount of liability under such agreement shall be the amount as provided by laws and regulations.</u></p> <p data-bbox="967 645 1256 678" style="text-align: center;">Chapter VI. Accounts</p> <p data-bbox="818 707 1118 741">Article 37. (<u>Fiscal Year</u>)</p> <p data-bbox="818 757 1404 853">The <u>fiscal</u> year of the Company shall be the one year period from April 1 of each year to March 31 of the following year.</p> <p data-bbox="818 965 1287 1028"><u>Article 38. (Decision Making Body for Dividends of Surplus)</u></p> <p data-bbox="818 1046 1404 1202"><u>Any matters concerning the distribution of surplus as prescribed in each item of Paragraph 1, Article 459 of the Corporate Law shall be determined by resolution of the Board of Directors, unless otherwise provided by law or regulation.</u></p> <p data-bbox="818 1223 1326 1285"><u>Article 39. (Record Date for Allocation of Surplus)</u></p> <ol data-bbox="818 1303 1390 1480" style="list-style-type: none"> <li data-bbox="818 1303 1390 1366">1. <u>The record date for the year-end dividends of the Company shall be March 31 of each year.</u> <li data-bbox="818 1384 1390 1480">2. <u>In addition to the preceding paragraph, the Company may fix a separate record date for the distribution of surplus.</u> <p data-bbox="818 1498 1377 1561">Article 40. (<u>Prescription Period for Payment of Dividends</u>)</p> <p data-bbox="818 1579 1390 1736">In the event that <u>cash</u> dividends are not received within three years from the date of commencement of payment thereof, the Company shall be relieved of its obligation to pay such dividends.</p>

(Note) The proposed amendments stated above have been resolved at a meeting of the Board of Directors held on May 10, 2006. However, some wordings and phraseology may be changed after such proposed amendments are proposed to the ordinary general meeting of shareholders to be held on June 29, 2006.

- End -