

May 8, 2009

To Whom It May Concern

Company Name: Wacoal Holdings Corp.
Representative: Yoshikata Tsukamoto
Representative Director & President
(Securities Code: 3591: First Section of the Tokyo and
Osaka Stock Exchanges)
Contact: Masaya Wakabayashi
General Manager, Corporate Planning
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Notice of Partial Amendment of Articles of Incorporation

Wacoal Holdings Corp. hereby announces that it has adopted a resolution at a meeting of its Board of Directors held on May 8, 2009 to propose certain amendments of its Articles of Incorporation to its 61st Ordinary General Meeting of Shareholders to be held on June 26, 2009.

This notice is being made due to the reasons outlined below, and we will announce additional proposed amendments of our Articles of Incorporation together with the amendments proposed below after the Ordinary General Meeting of Shareholders.

1. Reason for the Amendment

We will amend the current Articles of Incorporation in connection with the renewal of our Basic Policy for Measures against the Acquisition of a Substantial Shareholding of the Company (i.e. Defensive Measures Against Takeovers) and in connection with the introduction of a system of additional purchases of shares with respect to shareholdings that constitute less than one full trading unit.

2. Details of the Amendment

The details of the amendment are as shown in the Exhibit.

3. Dates

Date of the general meeting of shareholders
for the amendment of the Articles of
Incorporation: June 26, 2009 (tentative)

Effective date of the amendment of the
Articles of Incorporation: June 26, 2009 (tentative)

[Translation]

[Exhibit]

(Parts to be amended are underlined.)

Current Provision	Proposed Amendment
Articles 1 through 8 (<i>Provisions omitted</i>)	Articles 1 through [7] (<i>Provisions omitted</i>)
<p>Article 9 (Rights Concerning Shares Constituting Less Than One Full Unit)</p> <p>The shareholders <u>(including beneficial owners; hereinafter the same)</u> of the Company may not exercise any rights except for the rights set forth below concerning held shares constituting less than one full unit:</p> <p>(1) the rights as prescribed under each item in Paragraph 2, Article 189 of the Corporate Law;</p> <p>(2) the put rights pursuant to the provisions of Paragraph 1, Article 166 of the Corporate Law;</p> <p>(3) the right to receive an allocation of share offerings and stock acquisition rights in proportion to the number of shares held.</p> <p>[<i>Newly added.</i>]</p> <p>[<i>Newly added.</i>]</p>	<p>Article 8 (Rights Concerning Shares Constituting Less Than One Full Unit)</p> <p>The shareholders of the Company may not exercise any rights except for the rights set forth below concerning shares constituting less than one full unit:</p> <p>(1) the rights as prescribed under each item in Paragraph 2, Article 189 of the Corporate Law;</p> <p>(2) the put rights pursuant to the provisions of Paragraph 1, Article 166 of the Corporate Law;</p> <p>(3) the right to receive an allocation of share offerings and stock acquisition rights in proportion to the number of shares held.</p> <p><u>(4) the right to make claims as stipulated in the following article</u></p> <p>Article 9 (<u>Additional Purchase of Shares Constituting Less Than One Full Trading Unit</u>)</p> <p><u>Shareholders of the Company may demand the sale of shares in the number of units that together with the number of shares held by the Shareholder constituting less than one full trading unit will constitute the number of shares equal to a full trading unit pursuant to the Share Handling Regulations.</u></p>
Articles 10 through 15 (<i>Provisions omitted</i>)	Articles 10 through 15 (<i>Provisions omitted</i>)

<p>Article 16 (Matters to be Resolved at General Meetings of Shareholders)</p> <p>1. 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.</p> <p><i>[Newly added.]</i></p> <p><i>[Newly added.]</i></p> <p>2. The measures against the acquisition of a substantial shareholding of the Company as stipulated <u>in the preceding paragraph</u> 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 primarily 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</p>	<p>Article 16 (Matters to be Resolved at General Meetings of Shareholders)</p> <p>1. 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.</p> <p><u>The Company may decide on matters concerning a gratis allocation of Share Acquisition Rights by resolution of the general meeting of shareholders or by resolution of the Board of Directors based on delegation by resolution of the general meeting of shareholders.</u></p> <p><u>In the event that the Company decides on the matters concerning a gratis allocation of Share Acquisition Rights pursuant to the preceding paragraph as part of the Measures against the Acquisition of a Substantial Shareholding of the Company, the Company may set forth details of the Share Acquisition Rights as follows:</u></p> <p><u>(1) Certain parties set forth in the Measures against the Acquisition of a Substantial Shareholding of the Company (“Unqualified Parties”) may not exercise such Share Acquisition Rights.</u></p> <p><u>(2) The Company may acquire Share Acquisition Rights from parties other than Unqualified Parties and issue the Company’s shares in exchange therefor.</u></p> <p>The measures against the acquisition of a substantial shareholding of the Company as stipulated <u>in Paragraphs 1 and 3</u> 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</p>
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[Translation]

<p>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.</p> <p><i>(Provisions omitted hereafter)</i></p>	<p>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.</p> <p><i>(Provisions omitted hereafter)</i></p>
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