

April 16, 2009

Company Name: Aderans Holdings Co., Ltd.  
Representative: Kiyoshi Hayakawa, President  
Address: 6-3, Shinjuku 1chome, Shinjuku-ku, Tokyo  
Stock Listings: First sections of the Tokyo Stock Exchange and the Osaka Securities Exchange  
Stock Code: 8170  
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### **Aderans' Opinion on the Shareholder's Proposal for the next General Shareholders' Meeting**

On March 25, 2009, Aderans Holdings Co., Ltd. received a document from the Steel Partners Japan Strategic Fund (Offshore) L.P. (hereafter referred to as "the proposing shareholder") relating to the exercising of Shareholder Proposal Rights, as detailed in the press release dated that same day ("Shareholders' proposal for the next General Shareholders' Meeting"), for next General Shareholders' Meeting scheduled for May, 2009 (the proposal to be put to Aderans Holdings' General Shareholders' Meeting in accordance with the relevant application hereafter referred to as "the shareholder proposal"). The Board of Directors has decided to reject the shareholder proposal for the following reasons.

#### 1. Management reform in accordance with a Strategic Capital and Business Alliance Agreement

In light of the recent rapid deterioration in economic conditions and ongoing delays in reforming the business operations of the Aderans Group, Aderans Holdings has given careful consideration to the question of how to achieve the best interests of our shareholders while fundamentally reforming our business operations to create a foundation for the medium- to long-term development of corporate value in the future.

Specifically, we have determined that, in order to fundamentally reform the company's operating structure, it would be best to form a capital and business alliance with a third party capable of demonstrating a commitment to enhancing the company's corporate value from a medium- to long-term perspective. As such, we went through the process of examining and discussing the feasibility of capital and business alliances with more than forty domestic and overseas candidates. Ultimately, we came to the decision that the Unison Capital Group, which is a pioneer in private equity investment in Japan, would be the best partner in a capital and business alliance with Aderans Holdings and on April 16, 2009 concluded a Strategic Capital and Business

Alliance Agreement with Unison<sup>1</sup> (hereafter referred to as “the Strategic Capital and Business Alliance Agreement”), as well as an agreement relating to a tender offer.

In order to continually enhance Aderans Holdings’ corporate value, and by extension the common interests of its shareholders, we believe that the best option is to push ahead with the reform of our business operations over the medium to long term, whilst also drawing on cooperation from the Unison Capital Group to strengthen growth strategies and governance, supplement the personnel executing the relevant growth strategies and adhere to compliance regulations, thereby avoiding any detrimental effect on the corporate value that we have built up to date.

For further details regarding the background to the conclusion of the Strategic Capital and Business Alliance Agreement with Unison and its contents, please refer to the Aderans Holdings press release dated April 16, 2009 (“Strategic Capital and Business Alliance Announced”).

2. A company proposal is essential in order to enhance corporate value and shareholders’ common interests

In accordance with the Strategic Capital and Business Alliance Agreement, Aderans Holdings plans to submit a Director Appointment Proposal nominating the seven persons listed in the Appendix as candidates to become directors (hereafter referred to as “the company proposal”) to the company’s 40<sup>th</sup> General Shareholders’ Meeting scheduled for May 28, 2009 (hereafter referred to as “the General Shareholders’ Meeting”). We believe that the appointment of these seven candidates as directors is essential to the implementation of measures in accordance with the Strategic Capital and Business Alliance Agreement.

In order to effectively enhance the company’s corporate value and shareholder value, it goes without saying that it is essential that the directors entrusted with the management of Aderans Holdings’ operations have both knowledge of and experience in corporate management, as well as keen insight of corporate value and shareholder value. It is also crucial for us to ensure that directors are capable of building up strong trusting relationships with group personnel, clients and business partners such as salons and suppliers so that the Aderans Group as a whole can work together to improve its overall performance.

Of the candidate directors listed in the company proposal, Kiyoshi Hayakawa, Senkichi Yagi and Kunio Ie all have extensive knowledge of and experience in the company’s hair-related business and have built up strong trusting relationships with personnel throughout the Aderans Group and with the company’s customers and clients over a great many years. In particular,

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<sup>1</sup> For the purposes of this press release, “Unison” is used as a general term referring to Unison Capital I, L.P., Unison Capital II, L.P., and Unison Capital III, L.P.

Senkichi Yagi, the Executive Director at Aderans Co., Ltd, and Kunio Ie, Managing Director, Fontaine Co., Ltd, have been experienced marketing on the front line and are leaders of our next generation. Genichi Tamatsuka meanwhile is the former President of Fast Retailing Co., Ltd. and is currently CEO of Revamp Corporation, which specializes in corporate revitalization. As a corporate manager in the retail industry and a professional specializing in corporate revitalization, he has extensive knowledge and will have a high degree of independence as an outside director. Kenichi Kiso and Osamu Yamamoto have both been involved in numerous investment projects as Partners at the Unison Capital Group and have a track record of improving the performance of their investments, which have included Tohato Inc., from a shareholder-oriented perspective. Shiori Nagata, who is scheduled to transfer from the Unison Capital Group, will undertake tasks such as reforming the company's operating structure in her role as standing director and reinforcing operations in the domestic women's wig market, which is expected to grow significantly in the future.

By fully harnessing the strengths and uniqueness of each of these candidates and setting them to work on reforming the Aderans Group's operations in partnership with the group's own personnel, we firmly believe that it will be possible to maximize the impact of the Strategic Capital and Business Alliance in terms of enhancing the company's corporate value and shareholders' common interests.

### 3. Risk of damage to the company's corporate value if the shareholder proposal is approved

With pointing out our current business performance, the proposing shareholder claims that the objective perspectives and innovative approaches of the candidates put forward as directors in its own proposal (hereafter referred to as "the candidates proposed by the shareholder") are essential to the short-term recovery of the company's corporate value. However, no explanation has been provided by the proposing shareholder with regard to matters such as management policies or measures to restore corporate value once the candidates proposed by the shareholder have been appointed or even if it will be possible to enhance the company's corporate value. In addition, none of the candidates proposed by the shareholder has shown her objective perspectives or innovative approaches. Furthermore, as none of the candidates proposed by the shareholder have a trusting relationship with the company's personnel, its clients or business partners, the appointment of the relevant candidates could be readily expected to cause considerable disruption in the workplace in relation to the company's business and operations. We therefore believe that, if the relevant candidates were to be appointed as directors, there would be risk of damage to the company's corporate value and, by extension, the common interests of its shareholders.

Although the list of candidates proposed by the shareholder includes Kiyoshi Hayakawa, the

current President of Aderans Holdings, he has not received any explanation regarding his inclusion on the relevant list by the proposing shareholder and has not agreed to accept the position of director with the proposing shareholder.

Taking all of the above factors into account, we firmly believe that the company should be managed by candidates put forward as directors in the company proposal and that this would enhance the company's corporate value and, by extension the common interests of its shareholders. As such, we reject the shareholder proposal.

This document was prepared to publicly announce the opinion of the Board of Directors on the Shareholder's proposal. It was not prepared or should not be considered to be prepared to solicit our shareholders to authorize Aderans or third parties to exercise their voting rights over propositions made by Aderans at its General Shareholders' Meeting.

Appendix

Candidates for the Position of Director

Name (Date of Birth)	Career Summary	
Kiyoshi Hayakawa (April 30, 1948)	Apr. 1972 May 1999 Feb. 2000 May 2003 Feb. 2004 Aug. 2008	Joined Fontaine Co., Ltd. Director, Sales Division at Fontaine Managing director, Sales Division at Fontaine Senior Managing director, Sales Division at Fontaine President, Sales Division at Fontaine (current) President of Aderans Holdings Co. Ltd. (current)
Senkichi Yagi (August 13, 1964)	Mar. 1983 May 2003 Sept. 2007 Mar. 2008	Joined Aderans Holdings Co., Ltd. Director at Aderans Holdings Co., Ltd. Director at Aderans Co., Ltd. Executive Director at Aderans Co., Ltd. (current)
Kunio Ie (February 8, 1952)	Apr. 1974 Mar. 1995 Mar. 1998 Feb. 2002 Mar. 2004 May. 2005 May. 2006 Oct. 2008	Joined Mitsukoshi Co., Ltd. Sales Department Manager at PDC Co., Ltd. President at PDC Co., Ltd. President at Restaurant Niko Co., Ltd. Executive Director at Mitsukoshi Kankyo Service Co., Ltd. Director, Sales Division, at Fontaine Co., Ltd. Executive Director, Sales Division, at Fontaine. Managing Director, Sales Division, at Fontaine (current)
Shiori Nagata (March 20, 1978)	Apr. 2000 June 2004 Jan. 2007	Joined Tohmatsu Consulting Ltd. (now Deloitte Tohmatsu Consulting Ltd.) Joined Tohato Inc. Joined Unison Capital, Inc Associate (current)
Kenichi Kiso (September 29, 1966)	Apr. 1990 Apr. 1997 Oct. 2001 Apr. 2002 May. 2003 Jan. 2004	Joined Morgan Stanley (Tokyo Branch) Joined McKinsey & Company (Tokyo Branch) Joined Goldman Sachs (Tokyo Branch) Principal Investment Area Vice President of Merchant Banking Division Joined Unison Capital, Inc Director President at Tohato Inc. Partner at Unison Capital Inc. (current)
Osamu Yamamoto (November 2, 1965)	Apr. 1988 Oct. 1995 Jan. 2001	Joined Sanwa Bank Joined McKinsey & Company Joined Unison Capital, Inc Director

	Jan. 2004	Partner at Unison Capital Inc. (current)
Genichi Tamatsuka (May 23, 1962)	Apr. 1985	Joined Asahi Glass Co., Ltd.
	Oct. 1998	Joined IBM Japan
	Dec. 1998	Joined Fast Retailing Co., Ltd. (UNIQLO)
	Nov. 1999	Director at Fast Retailing Co., Ltd.
	Sept. 2000	Executive Director at Fast Retailing Co., Ltd.
	June 2002	Vice President at Fast Retailing Co., Ltd.
	Nov. 2002	President and COO at Fast Retailing Co., Ltd.
	Sept. 2005	Managing Partner at Revamp Corporation (current)

(Note) If the tender offer by Unison under the agreement with tender offer is not successful or does not start by June 30, 2009, Mr. Kenichi Kiso, Mr. Osamu Yamamoto and Ms. Shiori Nagata, who are candidates for directors, shall resign as directors, even though the company Director proposal is approved at this General Shareholders' Meeting under this strategic capital and business alliance agreement.