We at FAST RETAILING seek to enrich people’s lives around the world by continuing to innovate the way we do business in the apparel retail industry.

To continue to add value to the world today, we strive to ensure the integrity of our management. We aim to grow along with and not at the expense of society, and to help formulate the global standards of the future.
Corporate Governance

Our Approach

FAST RETAILING strives to strengthen its corporate governance to ensure proper management action and to continue to grow to be the world’s No. 1 apparel retailing group, while working in harmony with society.

To that end, we have initiated various measures to ensure the independence and strengthen the surveillance powers of the Board of Directors. These have included adopting the entrusted officer system in November 2005 to separate the decision-making and execution functions of management, and, beginning in November 2007, appointing a majority of external directors to the Board.*1

The Group oversees its governance with the Board of Auditors*2, but has also established discretionary governance committees to augment the functions of the Board of Directors in the areas of human resources, CSR, risk management, disclosure, IT investment, and its Code of Conduct. These committees conduct responsive and open discussions and make decisions within their respective areas. An external director serves as the chairperson of the Human Resources Committee, and corporate auditors and lawyers participate either as members or observers on other committees.

Activities of the Board of Directors

The Board of Directors makes decisions on major management matters and supervises the activities of the representative directors and officers. As a result of the appointment of a majority of external directors, the Board obtains highly professional and objective advice in a broad range of areas.

The backgrounds of external directors in brief are as follows: Mr. Toru Hanbayashi was the president of one of Japan’s general trading companies for many years and has in-depth familiarity with the apparel retailing industry as a whole. Mr. Nobumichi Hattori’s experience includes years of work in a U.S.-based investment bank, and he has in-depth knowledge of M&A. Mr. Toru Murayama is the top manager of a leading U.S.-based consulting company.

Topics discussed during fiscal 2008 included: Approval of the annual budget and financial statements, the Group’s bid for Barney’s, the Group’s medium-term plans, issues confronting UNIQLO operations, the tender offer for VIEWCOMPANY, the integration of ONEZONE, G.U., and VIEWCOMPANY, growth strategies for the Global Brand business, and improvements in internal control systems.

On M&A proposals, Board members receive full briefings that are important for our growth and members discuss these in detail on a number of occasions before making final decisions. During fiscal 2008, the Board of Directors met 18 times and the attendance of all directors at all meetings was 100%.

*1. External directors as provided for in Article 2-15 of Japan’s Company Law
*2. Under Japan’s Company Law, large, listed companies may select either the corporate auditor governance model or “company with committees” governance model. Fast Retailing has adopted the corporate auditor model.
From “My Company” to “Your Company”

FAST RETAILING is unique in that, as the founder, Tadashi Yanai is also a major shareholder and serves as Chairman, President, and CEO. While the Group’s governance is being conducted properly based on his vision, integrity, and leadership, the time has come for FAST RETAILING to make the transition from being “My Company” to being “Your Company,” or a company for all stakeholders. For this reason, I believe the surveillance functions of the Board over management are important and feel a strong sense of responsibility in my role as external director. The three external directors, who account for a majority of the Board, express their views proactively at Board meetings, and perform other governance roles.

For FAST RETAILING to grow, it is necessary to “nurture a better corporate culture” by bringing together veterans and mid-career hires from outside and having them take new initiatives. The next step will be to make this culture a solid one and to develop many future leaders. As a member of the Human Resources Committee, I will continue to provide suggestions from my objective perspective on such matters as organizational changes, selection of officers, and nurturing of the successors of current management.

Building a Global Management Platform

The single most important issue for FAST RETAILING now is how to build a management platform for the next stage without losing the Company’s speed and spirit of challenge and innovation. In general, the ideas of top and middle management often differ significantly in their points of view and how they conceptualize the stage of a company’s development; however, during the growth stage, employees must also make judgments and act in accordance with management’s thinking. As the Group becomes more global and diverse, more employees with different ideas join it, and it is important to enable all employees around the world to share and act based on management’s viewpoints. UNIQLO has an outstanding business platform. With this base, we are in a position to create a single, global platform for implementing the best management methods around the world.

The Board of Directors is constantly discussing the priorities to be assigned to Group growth scenarios. For each of our investments, including M&A, we discuss not only returns on individual investments but also how the investment can be positioned within FAST RETAILING’s growth strategy. As an external director, my role is to draw on my base of experience as a manager of a global consulting company, to provide advice on what is essential for FAST RETAILING’s next stage in growth and what issues should have the highest priority.

A Capital Market Perspective

M&A is a major issue for growth-oriented FAST RETAILING. Our objective is not to manage a fund that buys and sells companies, but to participate in the management of those companies, make the business profitable, and increase corporate value. The difficulty in corporate M&A is to get acquired companies to show a performance that exceeds the premium paid by the buyer. If this cannot be done, the company should focus on its core businesses. Good M&A deals come with confidence that we “can report strong growth and improvement.” If all we can say is “we will probably get by,” such deals are not worth going after. Synergies for the acquirer’s core business may also result from M&A. For example, ONEZONE and VIEWCOMPANY could have synergies for UNIQLO in the footwear business.

FAST RETAILING has acquired many companies. This experience is valuable because by gaining know-how in negotiations and management a pattern of success will emerge. My role as external director is to always ask, “what value can we gain from this acquisition?” I also give my judgment on whether the acquisition price is too high and express my point of view on how the capital markets will assess our M&A activities.

Messages from External Directors

Toru Hanbayashi External Director
External director since November 2005, Mr. Hanbayashi was formerly the president of Nichimen Corp. and then became chairman and co-CEO of Nichimen-Nissho Iwai Holdings Co., Ltd. (now, Sojitsu Co., Ltd.). At present, he serves as an international executive adviser for the People’s Government of Shaanxi Province in China. He has extensive experience in China-related business activities.

Toru Murayama External Director
External director since November 2007, Mr. Murayama served as CEO and is currently chairman of Accenture Japan Ltd. At Accenture Japan, his accomplishments include formulating and implementing strategic plans for clients in many industries and sectors, ranging from company-level re-engineering to strengthening sales and marketing functions. He is also a visiting professor at the Research Institute of Waseda University.

Nobumichi Hattori External Director
External director since November 2005. Formerly a managing director of Goldman Sachs and Company, he draws on his knowledge and experience as manager in charge of M&A advisory services in Japan. He also teaches at the Graduate School of International Corporate Strategy, Hitotsubashi University.

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The Auditors

The role of the auditors is to check the compliance of the Board of Directors in conducting its duties. The auditors also attend committee meetings as members or as observers to ensure that activities are being conducted appropriately as well as to provide advice. The Board of Auditors has five members, four of whom are external auditors*. External Auditor Takaharu Yasumoto is a certified public accountant; Norihiko Shimizu is a visiting professor at the Graduate School of International Corporate Strategy, Hitotsubashi University; and Akira Watanabe and Minoru Ota are attorneys at law and provide objective opinions based on their areas of expertise. Auditors attended 98% of the meetings of the Board of Directors in fiscal 2008, and 99% of the meetings of the Board of Auditors held in fiscal 2008.

* Pursuant to Article 2-16 of Japan’s Company Law

Committees

Human Resources Committee
Chaired by External Director Toru Hanbayashi, this committee is responsible for providing proposals and recommendations regarding the election, dismissal, evaluation of performance, and compensation of directors, officers, and the representative directors of Group companies.

CSR Committee
Chaired by the officer in charge of CSR, this committee considers matters including CSR policy, environmental preservation, community service, compliance, and diversity. The committee incorporates the objective opinions of experts outside the Group and external auditors. During fiscal 2008, this committee was convened to discuss all-product recycling, diversity, monitoring of production facilities, and environmental preservation.

Risk Management Committee
This committee considers matters related to policy, methods, and the monitoring of risk management. Members of the committee include a director, officers in charge of legal matters and finance, and the director and COO of UNIQLO.

Disclosure Committee
Chaired by the person responsible for disclosure to the Tokyo Stock Exchange Co., Ltd. (TSE), meetings of the committee are held to enhance the transparency of management by providing timely, fair, and clear disclosure regarding the Group’s business and financial matters. The committee makes decisions regarding information related to matters that are to be disclosed on both statutory and discretionary bases to the TSE that would have a material impact on the judgments of investors. The content of such disclosure may be found on the Company’s website in Japanese and in English.

IT Investment Committee
Decisions regarding IT investments are made at the management level to optimize the allocation of IT resources. The committee assesses reports on the IT investment budget, verifies the appropriateness of investments with the participation of third-party experts, and evaluates the return on investment proposals.

Code of Conduct Committee
This committee is responsible for implementation of the FAST RETAILING Code of Conduct, responding to and conducting deliberations upon code violations, and giving advice related to the operation of the “compliance hotline,” which enables employees to report and receive counseling related to code violations. The committee is chaired by the officer in charge of CSR; participants and observers include auditors and corporate lawyers.

Business Ethics Committee (UNIQLO)
This committee aims to prevent such behavior as using the superior position of Group companies to place improper pressure on partners (production plants, suppliers, and others). This committee is chaired by the officer in charge of CSR, and members and observers include auditors and corporate lawyers.
To institute proper internal control, we aim to clarify rules and processes as well as establish risk management systems to facilitate the proper and efficient management and conduct of the Company’s business activities. Along with the globalization of business operations and integration of Group companies, internal control systems must be applied to the entire Group.

Activities include surveillance of compliance, updating of internal regulations, establishment of internal control systems for financial reporting under Japan’s Financial Instruments and Exchange Law (J-SOX), risk management, the proper administration of confidential information, and the creation of frameworks for monitoring through internal auditing.

The Group is taking the following initiatives related to compliance.

**Code of Conduct for Officers and Employees**

FAST RETAILING adopted its Code of Conduct in September 2004. As our activities became more global in scope, we also issued English, Chinese, Korean, and French versions, and as of the end of August 2007, all Group companies’ had adopted our Code of Conduct. We conduct annual training sessions for officers and employees to confirm their understanding of the code.

* Excluding equity-method affiliates

**Protection of Personal Information**

In its Code of Conduct training program, UNIQLO includes the importance of the proper handling of personal information. Measures include enforcing guidelines for the handling of personal information, controlling access to areas where important personal information is handled through fingerprint identification, and other limitations on access to personal data.

**Code of Conduct for Production Partners**

UNIQLO emphasizes compliance throughout its supply chain. Accordingly, in 2004, it instituted a “Code of Conduct for Production Partners.” UNIQLO designates approximately 70 principal sewing plants overseas that have signed a pledge to abide by this code as its partner factories. We call on third parties to monitor their activities, with the aim of ensuring a proper work environment at these factories.

**Guidelines to Prevent Improper Behavior Based on Superior Position**

FAST RETAILING believes that it must take the initiative in ensuring that it does not misuse its superior bargaining position. UNIQLO, in particular, which has approximately 810 stores around the world and orders large volumes of merchandise, is believed to be in a position to use its superior bargaining position. For this reason, UNIQLO established its Business Ethics Committee in 2004 and has set “Guidelines to Prevent Improper Behavior Based on Superior Position.” UNIQLO conducts annual surveys to determine whether its employees are exerting improper pressure on its principal partners in Japan and overseas, and, when problems arise, takes corrective action.

**Compliance Hotline (For Reporting and Counseling)**

For employees with concerns about their work or violations of the Code of Conduct, we have instituted a hotline to allow them to report their concerns as well as receive counseling on a confidential basis. All employees can access this hotline and receive advice from external legal counsel. Reports and the content of advice are kept in strict confidence and persons in charge follow up. When necessary, the Code of Conduct Committee decides on appropriate measures in response.
What You May Not Need, Someone Else Does

All-Product Recycling

UNIQLO’s recycling, which began with the recycling of fleece products, has been expanded to encompass all its products. Customers can bring used clothes they no longer need to UNIQLO stores, and these items are then reused as donated apparel or recycled by converting them to fuel. UNIQLO believes its responsibility to society is to make maximum use of the value of the apparel it sells, or, in other words, to take responsibility to the end of the product lifecycle and minimize resources wasted.

All-Product Recycling began in September 2006, and now, twice a year in March and September, UNIQLO stores accept used apparel from customers. With the cooperation of our customers, the number of recycled items has expanded steadily. For the year ended August 31, 2008, about 1,340,000 items were collected, nearly double the 720,000 items collected in 2007.

Donations to Refugee Camps around the World

Most items collected are cleaned and put in good condition. As a result, about 90% can be donated to refugee camps in Tanzania, Uganda, Ethiopia, and elsewhere.

However, activities to provide refugees with recycled apparel are still not sufficient, because there are still substantial shortages of clothes, and because the need for clothing is continuing to rise for sanitary reasons. UNIQLO works closely with the United Nations High Commissioner for Refugees (UNHCR)* in delivering apparel to refugee camps. However, if recycled clothing is simply sent abroad with little consideration, it may not meet the needs of refugee camps. For example, in some climates there is a need for summer wear such as T-shirts, while in other areas, winter apparel may be necessary. Some refugee camps may be in desperate need of children’s clothing. We try our best to respond to these specific needs as well as to the fact that in some areas for religious reasons some colors and designs may not be appropriate. Since basic items account for most of UNIQLO’s products, they are often suitable for the members of most ethnic groups, religions, and cultures. Nevertheless, it is essential to conduct preliminary research and select the appropriate items for various regions.

At the same time that we confirm whether the items we donate are suited to the needs of individual refugee camps, to eliminate the risk of theft or sale of the items, UNIQLO’s CSR staff and the officers visit the camps themselves to ensure that the clothes we donate have been delivered to the proper destinations.

Items Delivered to Refugee Camps in Ethiopia

In 2008, as civil war and internal conflicts continued in parts of Africa, we donated apparel items to Eritreans and Somalis in Ethiopian refugee camps. Also, in January 2008, we supplied emergency assistance in the form of 130,000 apparel items to victims of cyclones in Bangladesh, and then again, in May 2008, we supplied another 200,000 items to cyclone victims in Myanmar.

Countries where UNIQLO Provided Support in Fiscal 2008

November 2007: Uganda—140,000 items to the Oyama Riwadwari refugee camp
November 2007: Tanzania—80,000 items to the Lugufu refugee camp
January 2008: Bangladesh—130,000 items to the cyclone-stricken area
May 2008: Myanmar—200,000 items to the cyclone-stricken areas
June 2008: Ethiopia—105,000 items to the Shimelba refugee camp
Kebribeyah Aubare—45,000 items to the refugee camp

*UNHCR: A United Nations agency that provides protection and assistance for more than 31.7 million refugees and displaced persons in various parts of the world.

INTERVIEW Eiko Koshiba, Group CSR Department, FAST RETAILING CO., LTD.

Something UNIQLO Is Uniquely Positioned to Do

In June 2008, I visited refugee camps in Ethiopia to deliver recycled clothes. I will never forget the smiles on the faces of the people living in those harsh conditions as they selected the colors and designs and showed them to family members. I learned a lot by going there and giving the clothes to people directly. For example, Islamic people, for religious reasons, were less concerned about fit and preferred loose garments. Also, there are differences in apparel-related customs although UNIQLO products are basic items, and we encountered relatively few issues related to religion. A love for fashion seems to be universal. In Kebribeyah Aubare, where the number of refugees from Somalia is increasing, there is an especially acute shortage of children’s apparel. I saw with my own eyes that since there is a shortage of apparel, children cannot go to school and women cannot go out of their homes. This gave me a renewed understanding of the role of clothing. For refugees, medicine and food receive preference, while clothing takes second place, but providing recycled apparel is something that UNIQLO is uniquely positioned to do. I truly want us to continue to expand these activities.
1. Ethiopia’s Shimelba refugee camp.

2. Young men in UNIQLO T-shirts. There are many former soldiers who have taken refuge from Eritrea in Ethiopia’s Shimelba refugee camp.


4. To prevent theft and sales of donated clothes and to ensure that they are delivered to the camps properly, UNIQLO’s staff and the officer in charge of CSR visit the camps and hand out the clothes themselves.
Approach to CSR

With All Our Stakeholders “Making the World a Better Place”

Our Approach
FAST RETAILING’s basic approach to CSR is to make the world a better place by designing, producing, and selling clothes essential for people’s lives. We also seek to enrich people’s lives by innovating the way we do business in the apparel retail industry. To continue creating value for the world, we aim to manage our business activities with integrity, grow with society, and help formulate the global standards of the future.

Promoting CSR Activities
FAST RETAILING’s CSR Committee promotes CSR activities, and is chaired by the officer in charge of CSR. Members of the committee include experts from outside the Group, an external auditor, the CEO, and the officer in charge of HR.

The committee endeavors to clarify the priority positioning of CSR activities within the Group and discusses topics related to compliance, diversity, environmental conservation, and community services.

CSR Issues
FAST RETAILING aims to address the concerns of and develop together with its broad range of stakeholders, which includes customers, business partners, shareholders and investors, employees, and the community.

Offering Customers Quality Apparel
We offer apparel of true value and are also steadily implementing quality and safety management initiatives. When issues related to products arise, we take quick corrective action as well as identify the cause and disclose information.

Building Close Ties with Business Partners
FAST RETAILING makes products using proper methods and works to build true partnerships with companies that share its sense of values and strive to contribute to society.

Disclosure and Returns for Shareholders and Investors
We disclose information in a timely, proper, and fair manner. At the same time, we work to manage our operations with high levels of efficiency, while offering a high return to and protecting the interests of stakeholders based on the proper functioning of our corporate governance framework.

Promoting the Development of Employees
FAST RETAILING strives to create a work environment where a diversity of employees, including Regional Regular Employees and those with disabilities, find it easy to work and aims to achieve continuing improvement in employee satisfaction.

In Harmony with the Community and Environment
Our activities include UNIQLO’s All Product Recycling, reducing the burden on the natural environment, and supporting the Setouchi Olive Foundation as well as the Special Olympics Nippon.

Managing Product Quality and Safety
UNIQLO checks that all the products it sells meet its global standards for quality and safety through the activities of its personnel responsible for quality and safety management at offices mainly in Tokyo, Shanghai, Shenzhen, and Ho Chi Minh City.

UNIQLO manufactures in conformity with the “UNIQLO Global Quality and Safety Standards,” which are the strictest and most demanding of any such standards established by countries around the world. All materials used in UNIQLO products are subjected to sample testing (for dye fastness, formalin, and other aspects) by public third-party inspection bodies and other organizations to confirm their safety. In addition, UNIQLO conducts various kinds of tests at the production and distribution stages.

In the event that issues related to certain products are found, UNIQLO first and foremost confirms the safety of customers, and then identifies the causes of the problems. UNIQLO may then recall the products of its own initiative or cease sales and manufacturing. Related information is then made public via the Internet, newspapers, and other media.

In 2008, UNIQLO made two voluntary recalls of defective products. We sincerely regret the concern that these two recalls may have caused among our customers and, going forward, we are strengthening our testing and product inspection procedures and thoroughly restructuring our quality and safety management systems to prevent recurrences of such issues.

Voluntary Product Recalls in 2008

September 2008
Products recalled: Boa fleece blankets and bags, Boa fleece room shoes
Reason: Products contained metal fragments from the teeth of brushes used to fluff up fleece materials
Number: 17 (involving about 80,000 items sold or in inventory)

November 2008
Products recalled: Kids’ (girls’) Stretch Slim Straight Jeans
Reason: Metal decorations protruded inside the garment as a result of improper installation of rivets (decorative parts)
Number: 11 (involving about 80,000 items sold or in inventory)
Partners and Employees

Integrity and Employee Contribution

For Our Business Partners
UNIQLO works with about 70 production partners in China and other countries in Asia to maintain product safety and quality. Also, to ensure that UNIQLO products are made under proper working conditions, UNIQLO conducts periodic monitoring, makes recommendations, and discloses related information.

Since 2004, UNIQLO has adopted its Code of Conduct for Production Partners, and calls on third parties to monitor its principal sewing factories that have signed pledges to abide by the Code of Conduct.

Factories of partner companies are ranked on a scale from A to D, based on monitoring results. Depending on the seriousness of violations, UNIQLO may immediately decide to review its relationships with factories where issues have occurred. UNIQLO’s top priority in monitoring is to prevent the use of child labor and forced labor. When restrictions against these types of labor are not followed, such factories receive the lowest ranking of D. In such cases, UNIQLO staff in charge visit these factories and request that improvements be made as quickly as possible and then see that follow-up monitoring is conducted. If these factories are found to still be in violation of code regulations and improvements have not been made, UNIQLO reduces or suspends its transactions with such companies.

For Our Employees
FAST RETAILING promotes the development of workplaces where a diversity of persons, regardless of age, gender, and nationality, work together, thus aiming to attract talented individuals and give them assignments that will draw fully on their leadership abilities in global businesses.

Initiatives include employing persons with disabilities and introducing a Regional Regular Employee program. In Japan, UNIQLO has won national recognition for employing one or more persons with disabilities at each store.

Also, in 2007, UNIQLO introduced a program for regular employees that allows them to be employed in a specific region and not be subject to rotation among different areas.

At the same time, to create work environments with an improved “work/life balance,” UNIQLO has specified that there will be no overtime days four days a week, added more special vacation days, encouraged the use of paid vacation days, reduced overtime, and instituted health-awareness programs.

INTERVIEW Kumiko Shibano, Regional Regular Employee, UNIQLO Shinsaibashi Store

Making Work Rewarding by Using Our Own Ideas to Improve UNIQLO Stores

I have been in charge of visual merchandizing since the opening of UNIQLO's Shinsaibashi Store in 2004 and, during that time, we have worked to make our store No. 1 in Japan. In the meantime, I always wanted to broaden my horizons and take forward steps. Since I became a Regional Regular Employee, I have actually been more involved in communication with other stores and with the headquarters, and the scope of my responsibilities has increased. I love it when I see the improvements in the store based on my ideas and get compliments from customers on our visual displays.

Employment Ratio of Persons with Disabilities (%)

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Note: The employment ratios for the years through 2006 are as of March 31 of each year, but the ratios for 2007 and thereafter are as of June 1 of each year.
Environmental Preservation and Community Service

Working in Harmony with Society and the Environment

Reducing Environmental Impact
As FAST RETAILING goes global, it is giving greater attention to issues related to environmental preservation. In October 2007, we instituted our Environmental Policy and Environmental Guidelines. Based on these, we have taken initiatives to reduce the burden our activities place on the environment. To this end, we have reexamined all our business processes to eliminate waste of any kind and provide maximum added value with a minimum consumption of resources.

First, we set a goal of reducing the use of polyethylene packages to wrap goods when shipping merchandise from the factory. We found that by wrapping some items together, rather than individually, we could reduce the number of polyethylene packages by about 10.8 million annually in fiscal 2008, a reduction five times greater than in fiscal 2007.

Also, to increase transport loading efficiency in distribution and delivery, we reduced the weight of corrugated paperboard boxes. Then, beginning in fiscal 2008, we reduced and concentrated the number of our logistics centers to eliminate waste in distribution and contribute to a reduction in CO2 emissions.

As an additional step, we distributed our Manual for Energy and Resource Saving in Stores, containing instructions for aggressive measures to lower the use of electric power and other resources.

The Setouchi Olive Foundation
The Setouchi Olive Foundation, a non-profit organization, began its activities to restore the natural environment of Teshima island and the surrounding shorelines of Japan’s Inland Sea area, where the ecosystem has been damaged by illegal dumping of industrial waste. UNIQLO supports the activities of this foundation, and, since 2001, has placed donation boxes in all its stores throughout Japan. In addition, the CSR officer and UNIQLO staff serve as members of the Setouchi Olive Foundation Operating Committee.

FAST RETAILING employees participate in tree planting on a voluntary basis, and UNIQLO provides financial support to cover the expenses of the employees’ volunteer activities.

Special Olympics Nippon
The Special Olympics is an international sports organization that provides opportunities to persons with intellectual disabilities for training and participation in games and competitions. UNIQLO became an official partner offering support for these activities beginning in 2002 and has donated uniforms to volunteer staff members and supported the games. In fiscal 2008, UNIQLO donated 3,650 uniforms for the Winter National Games held in Yamagata Prefecture in March as well as for sports experience campaigns held in various parts of Japan. About 80 UNIQLO staff members from the Head Office and stores participated as volunteers in these events.

In addition, in October 2007, UNIQLO donated uniforms to the Japanese team members participating in the 2007 Special Olympics World Summer Games held in Shanghai.