

# BR1

This form should be completed in black.

## Return delivered for registration of a branch of an overseas company

(Pursuant to Schedule 21A, paragraph 1 of the Companies Act 1985)

(See note 5)

Corporate name  
(name in parent state)

Business name  
(if different to corporate name)

Country of Incorporation

Identity of register  
(if applicable)

Legal form  
(See note 3)

For office  
use only

CN

FZ24668

BN

B27175

E'QUIPE, LTD.

JAPAN

LEGAL AFFAIRS BUREAU, Tokyo

and registration no. N/A

PRIVATE COMPANY LIMITED BY SHARES

<sup>1</sup> See note 2.

## PART A - COMPANY DETAILS <sup>1</sup>

\*State whether the company is  
a credit or financial institution.

\*Is the company subject to Section 699A of the Companies Act 1985?

YES ☐

NO ☒

(1) These boxes need not be completed by companies formed in EC member states

Governing law  
(See note 4)

JAPANESE COMMERCIAL CODE

### Accounting



A30  
COMPANIES HOUSE  
A43  
COMPANIES HOUSE  
19/07/03  
0775  
24/06/03

Period for which the company is required to prepare accounts by parent  
law from 1ST APRIL to 31ST MARCH

Period allowed for the preparation and public disclosure of accounts for the  
above period TWO months

- (2) This box need NOT be completed by companies from EC member states, OR where the constitutional documents of the company already show this information.

Address of principal place of business in home country

15-1 GINZA 5 CHOME, CHUOU-KU TOKYO JAPAN

Objects of company

Manufacture, export/import of cosmetic goods, medicines and clothes

Issued share capital

300 MILLION

Currency JAPANESE YEN

### Company Secretary(ies)

(See note 10)

Name

\*Style/Title

Forenames JUN

Surname TOMIOKA

\*Honours etc.

Previous forenames

Previous surname

NISHIMAGOME 1-24-14-201

Post town OTA-KU

County/Region TOKYO

Postcode 148-0026

Country JAPAN

\*Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, give the registered or principal office address.

Address ††

### Company Secretary(ies)

(See note 10)

Name

\*Style/Title

Forenames

Surname

\*Honours etc.

Previous forenames

Previous surname

Post town

County/Region

Postcode

Country

\*Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, give the registered or principal office address.

Address ††

(You may photocopy this page if required.)

**Directors**  
(See note 10)

**Name**

\*Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, give the registered or principal office address.

☐

**Address** ††

**SCOPE OF AUTHORITY**  
Give brief particulars of the extent of the powers exercised (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations). Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

#Mark box(es) as appropriate

(You may photocopy this page as required.)

\*Style/Title MR

Forenames SEIJI

Surname KAN

\*Honours etc. \_\_\_\_\_

Previous forenames \_\_\_\_\_

Previous surname \_\_\_\_\_

OH1-1-25-3-70 7

Post town SHINAGAWA-KU

County/Region TOKYO

Postcode \_\_\_\_\_ Country JAPAN

Day Month Year

Date of Birth

1	6	1	0	1	9	4	1
---	---	---	---	---	---	---	---

Nationality JAPANESE

Business Occupation DIRECTOR

Other Directorships NONE

The extent of the authority to represent the company is:- (give details)

OPERATIONS DIRECTOR

The extent of his authority is limited to powers contained  
in the Company's Articles of Incorporation

These powers:-

# ☒ May be exercised alone

OR

# ☐ Must be exercised with:-

(Give name(s) of co-authorised person(s))

**Directors**  
(See note 10)

**Name**

\*Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, give the registered or principal office address.

☐

**Address** ††

\*Style/Title MR

Forenames YASUSHI

Surname ISHIBASHI

\*Honours etc. \_\_\_\_\_

Previous forenames \_\_\_\_\_

Previous surname \_\_\_\_\_

SHIOMI 2-10-15-911

Post town KOUTOU-KU

County/Region TOKYO

Postcode \_\_\_\_\_ Country JAPAN

Day Month Year

Date of Birth

2	6	0	2	1	9	5	1
---	---	---	---	---	---	---	---

Nationality JAPANESE

Business Occupation DIRECTOR

Other Directorships NONE

**SCOPE OF AUTHORITY**

Give brief particulars of the extent of the powers exercised (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations).

Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

#Mark box(es) as appropriate

The extent of the authority to represent the company is:- (give details)

Marketing Director

The extent of his authority is limited to powers contained in the Company's Articles of Incorporation

These powers:-

# ☒ May be exercised alone

OR

# ☐ Must be exercised with:-

(Give name(s) of co-authorised person(s))

(You may photocopy this page as required.)

**Directors**  
(See note 10)

**Name**

\*Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, give the registered or principal office address.

☐

**Address** ††

**SCOPE OF AUTHORITY**

Give brief particulars of the extent of the powers exercised (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations). Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

#Mark box(es) as appropriate

(You may photocopy this page as required.)

\*Style/Title MR

Forenames KENICHI

Surname YAMAGUCHI

\*Honours etc. \_\_\_\_\_

Previous forenames \_\_\_\_\_

Previous surname \_\_\_\_\_

HIGASHIYUKIGAYA 3-14-24

Post town OHTA-KU

County/Region TOKYO

Postcode \_\_\_\_\_ Country JAPAN

Day Month Year

Date of Birth

2	1	0	3	1	9	5	1
---	---	---	---	---	---	---	---

Nationality JAPANESE

Business Occupation DIRECTOR

Other Directorships NONE

The extent of the authority to represent the company is:- (give details)

Sales Director

The extent of his authority is limited to powers contained in the Company's Articles of Incorporation

These powers:-

# ☒ May be exercised alone

OR

# ☐ Must be exercised with:-

(Give name(s) of co-authorised person(s))

### Constitution of company

(See notes 6 to 9)

#Mark box(es)  
as applicable.

(See note 9)

- # ☒ A certified copy of the instrument constituting or defining the constitution of the company  
AND  
☒ \*A certified translation  
~~\*is~~are delivered for registration

\*Delete as applicable.

\*AND/OR

A certified copy of the constitutional documents and latest accounts of the company, together with a certified translation of them if they are not in the English language, must accompany this form.

- # ☒ A copy of the latest accounts of the company  
AND  
☒ \*A certified translation  
~~\*is~~are delivered for registration

\*AND/OR

The company may rely on constitutional and accounting documents previously filed in respect of another branch registered in the United Kingdom.

- # ☐ The Constitutional documents (\*and certified translations)  
\*AND/OR  
☐ The latest accounts (\*and certified translations)  
of the company were previously delivered on the registration of the branch of the company at:-  
Cardiff ☐ Edinburgh ☐ Belfast ☐  
Registration no.

\*AND/OR

The company may rely on particulars about the company previously filed in respect of another branch in that part of Great Britain, provided that any alterations have been notified to the Registrar.

- ☐ the particulars about the company were previously delivered in respect of a branch of the company registered at THIS registry.

Registration no.

\*AND/OR

The company may also rely on constitutional documents and particulars about the company officers previously filed in respect of a former Place of Business of that company, provided that any alterations have been notified to the Registrar.

- ☐ The Constitutional documents (\*and certified translations)  
\*AND/OR  
☐ Particulars of the current directors and secretary(ies)

were previously delivered in respect of a place of business of the company registered at THIS registry.

Registration no.

NOTE:- In all cases, the registration number of the branch or place of business relied upon must be given.

## PART B - BRANCH DETAILS

### Persons authorised to represent the company or accept service of process.

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch.

Give details also of all persons resident in Great Britain, who are authorised to accept service or process on the company's behalf.

\*Delete as appropriate.

#### SCOPE OF AUTHORITY

(This part does not apply to a person only authorised to accept service on behalf of the company.)

Give brief particulars of the extent of the powers exercised (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations).

Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate.

\*Style/Title \_\_\_\_\_

Forenames HIDEAKI

Surname FURUYA

Address NO. 63, ALBERTS COURT, 2, PALGRAVE GARDENS

Post town \_\_\_\_\_

County/Region LONDON

Postcode NW1 6EL

Is # ☒ Authorised to accept service of process on the company's behalf

\*AND/OR

Is # ☒ Authorised to represent the company in relation to that business

The extent of the authority to represent the company is:- (give details)

Authority to represent the company in all business areas

in accordance with the terms of the Service Agreement

dated 16th June 2003 between the company and Kanebo

Cosmetics UK Ltd.

These powers:-

# ☒ May be exercised alone

OR

# ☐ Must be exercised with:-

(Give name(s) of co-authorised person(s))

**Persons authorised to represent the company or accept service of process.**

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch.

Give details also of all persons resident in Great Britain, who are authorised to accept service or process on the company's behalf.

\*Delete as appropriate.

**SCOPE OF AUTHORITY**

(This part does not apply to a person only authorised to accept service on behalf of the company.)

Give brief particulars of the extent of the powers exercised (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations).

Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate.

(Your may photocopy this page as required.)

\*Style/Title \_\_\_\_\_

Forenames \_\_\_\_\_

Surname \_\_\_\_\_

Address \_\_\_\_\_  
\_\_\_\_\_

Post town \_\_\_\_\_

County/Region \_\_\_\_\_

Postcode \_\_\_\_\_

Is # ☐ Authorised to accept service of process on the company's behalf  
\*AND/OR

Is # ☐ Authorised to represent the company in relation to that business

The extent of the authority to represent the company is:- (give details)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

These powers:-

# ☐ May be exercised alone

OR

# ☐ Must be exercised with:-

(Give name(s) of co-authorised person(s))

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_



**Address of branch**

(See note 11)

Address 5 BONE LANEPost town NEWBURYCounty/Region BERKSHIREPostcode RG14 5TD**Branch Details**

(See note 12)

Date branch opened

Day		Month		Year	
1	6	0	6	2	0
				0	3

Business carried on at branch Trading of cosmetics, accessories  
and clothes, manufacture, exportation and importation of  
cosmetics, medicine and cosmetic goods

**SIGNATURE**

Signed

*L. Jones*  
 (\*Director, Secretary, Permanent representative)

Date

16 June2003This form contains <sup>3</sup>.....continuation sheets.

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Name Lawrence JonesAddress Sea Containers House20 Upper GroundDX 44304 SouthwarkPostcode SE1 9LHTelephone +44 (0) 2076201311Extension Annette New.

When completed, this form together with any enclosures should be delivered to the Registrar of Companies at:-

For branches established in England and Wales

For branches established in Scotland

**Companies House**  
**Crown Way**  
**Cardiff**  
**CF14 3UZ**

**Companies House**  
**37 Castle Terrace**  
**Edinburgh**  
**EH1 2EB**

## NOTES

**Read these notes carefully before completing the form**

### 1. Registration requirement

Every overseas company setting up a place of business in Great Britain must register with the appropriate registry of the jurisdiction in which the place of business is situated. (For further guidance please refer to the Companies House notes on "Overseas Companies".)

If a "Place of Business" is being established then FORM 691 must be used; if a branch is being registered then THIS FORM must be used.

A company must register all of its branches.

The requirement to register applies to any limited company which is incorporated outside the United Kingdom and which establishes a branch in Great Britain. Northern Ireland companies, being within the UK, are not required to register any branches in Great Britain. They are, however, required to register as having a place of business by submitting Form 691 when they set up business in Great Britain.

### 2. Completion of Form BR1

If this is the first registration of a branch of an overseas company in the UK, ALL the relevant details of the form must be completed. If a previous branch of the company has already been registered in the UK, and has not closed, registration of the second and any subsequent branches need not complete Part A (Company details) (provided any alterations to those details have been updated), but must complete Part B (Branch details).

The forms should be delivered to the relevant Registrar with supporting documents within 1 month of having opened the branch.

### 3. "Legal Form"

The details of the company's legal form must be disclosed. This includes whether the company is a private or public company, whether it is limited, and, if so, the manner of limitation.

### 4. "Governing Law"

A company which is not incorporated in an EC member state must state the law under which it is incorporated. This means the relevant rules or legislation which regulate the incorporation of companies in that state e.g.: "Companies Act of (state) 19XX".

### 5. Names

An overseas company wishing to register its corporate name is subject to the same regulations as British companies. Accordingly, any name which an overseas company wishes to use may be unacceptable or only permissible with the approval of the Secretary of State. A company which is served a notice to this effect may then complete Form 694(4)(a) giving another name, approved by the Secretary of State, under which it proposes carrying on business in Great Britain.

### 6. Delivery of documents in respect of more than one branch

If the constitutional documents and last accounts of the company have been delivered in respect of another branch in the UK, prior to registration of this branch, the company may rely on these deliveries rather than delivering another set of documents. The company must mark the appropriate boxes, stating the branch in respect of which those documents have already been delivered, the branch number, and the place at which they were registered.

If the company particulars have been delivered in respect of another branch of the company in THE SAME PART of Great Britain prior to registration of this branch (and any alterations have been updated), this company may rely on this delivery, rather than re-disclosing the particulars on this form.

### 7. Delivery of documents where previous place of business has been registered

Where the constitutional documents, and the particulars of the directors and secretary(ies) have been delivered in respect of a former place of business in THE SAME PART of Great Britain (and changes to those documents or particulars have been updated), the company may rely on those deliveries rather than re-delivering the documents or re-disclosing those particulars in respect of the branch.

### 8. Certification of constitutional documents

A copy of the document(s) constituting or defining the company must be certified in the place of incorporation to be a true copy by:

- (a) an official of the Government in whose custody the original is committed; or
- (b) a notary public; or
- (c) an officer of the company on oath taken before:
  - (i) a person having authority in that place to administer an oath; or
  - (ii) any of the British officials mentioned in section 6 of the Commissioners for Oaths Act 1889.

### 9. Translations

If the constitutional documents of the company or the latest accounts and reports are not written in the English language, they must be accompanied by a certified translation. This must be done in the following manner:

- (a) If the translation is made in the United Kingdom, by:
  - (i) a notary public in any part of the United Kingdom;
  - (ii) a solicitor (if the translation was made in Scotland), a solicitor of the Supreme Court of Judicature of England and Wales (if it was made in England or Wales), or a solicitor of the Supreme Court of Judicature of Northern Ireland (if it was made in Northern Ireland); or
  - (iii) a person certified by a person mentioned above to be known to him to be competent to translate the document into English; or

[P.T.O]

## NOTES (continued)

(b) If the translation was made outside the United Kingdom by:

- (i) a notary public;
- (ii) a person authorised in the place where the translation was made to administer an oath;
- (iii) any of the British officials mentioned in section 6 of the Commissioners for Oaths Act 1889;
- (iv) a person certified by a person mentioned above known to him to be competent to translate the document into English.

### 10. Director's and secretary's details

"Director" includes any person who occupies the position of director regardless of what name he is called.

For an individual, show the full names, NOT INITIALS, together with any previous names. However, previous names need not be given in the case of

- a married woman, the name by which she was known prior to marriage;
- any former name which has been changed or disused since the age of 18, OR for at least 20 years;
- a peer, or an individual normally known by a title, you may state that title instead of the name by which that person was known before adopting the title.

If the director or secretary is a corporation or Scottish firm, show the corporate or firm name on the surname line.

#### Addresses

Give the usual residential address.

In the case of a corporation or Scottish firm, give the registered or principal office address.

### 11. Branch Address

Give the address of the principal place of business of the branch. For branches registering in England and Wales, this address must be in England or Wales. For branches registering in Scotland, this address must be in Scotland.

### 12. Business and date of commencement

State the date on which the branch was opened and give brief details of the business of the branch.

### 13. Photocopies

If there is insufficient space on the form for details about directors, secretaries or permanent representatives, you may photocopy the appropriate pages.

### 14. Completion of form

The completed form should be signed by an officer or permanent representative of the company and delivered to the appropriate Registrar, together with any supporting documents within one month of the branch being established.

### 15. Delivery of winding-up, insolvency etc. particulars

If, at any time prior to the registration in Great Britain of the first branch of an overseas company, the company has become subject to winding-up, insolvency or similar proceedings, and remains subject to those proceedings, the company must at the same time as delivering Form BR1, also deliver Form 703P(1), 703P(3), 703Q(1) (as appropriate). For further details on these forms please see the Companies House Notes for Guidance on Overseas Companies.

# 定 款

株式会社 エキップ

## 定 款

### 第 1 章 総 則

(商 号)

第 1 条 当社は、株式会社 エキップ と称する。

(目 的)

第 2 条 当社は下記の業務を営むことを目的とする。

1. 各種化粧品、装身具、装身衣料、食品の売買
2. 化粧品、医薬部外品、化粧用品の製造および輸出入
3. 前各号に附帯する一切の事業

(本店の所在地)

第 3 条 当社は本店を東京都中央区に置く。

(公告の方法)

第 4 条 当社の公示は官報に掲載する。

### 第 2 章 株 式

(株式の総数)

第 5 条 当社の発行する株式の総数は640,000株とする。

(1株の金額)

第 6 条 当社の額面株式の1株の金額は500円とする。

(株券の種類)

第 7 条 当社の株券は記名式とし1株券、10株券、100株券、1,000株券の4種とする。

第 8 条 株主はその氏名、住所および印鑑を当社に届出るものとする。これを変更したときもまた同様とする。

(株主名簿の閉鎖)

第 9 条 当社は毎年決算期の翌日から定時株主総会集結の日まで株主名簿の記載の変更を停止する。

(株式の取扱)

第 10 条

当会社の株式の名義書換、質権の登録またはその抹消  
信託財産の表示またはその抹消、株券の再発行その他  
株式に関する取扱手続は取締役会が定める。

### 第 3 章 株 主 総 会

(招 集)

第 11 条

当会社の定時総会は毎決算日の翌日より3ヶ月以内に  
また臨時総会は随時必要ある毎に取締役社長が招集し、  
取締役社長に事故あるときは取締役会において予め定  
めた順位により取締役の1名がこれを招集する。

(議 長)

第 12 条

総会の議長は取締役社長がこれに当たる。  
取締役社長に事故あるときは取締役会において予め定め  
た順位により取締役の1名がこれに当たる。

(決議の要件)

第 13 条

総会の決議は法令または本定款に別段の定めある場合  
を除き出席した株主の議決権の過半数をもってする。

(議決権の代理)

第 14 条

株主は代理人をもって議決権を行うことが出来る。  
前項の代理人は当会社の株主に限るものとする。

(議 事 録)

第 15 条

総会の議事の経過の要領およびその結果は議事録にこ  
れを記載し議長ならびに出席した取締役が記名押印し  
て当会社に保存する。

#### 第 4 章 取締役、監査役および取締役会

(員数および選任)

- 第 16 条 当会社の取締役は10名以内、監査役は2名以内とする。  
但し取締役の選任については累積投票によらないものとする。

(任 期)

- 第 17 条 取締役の任期は就任後2年内、監査役の任期は就任後3年内の各最終の決算期に関する定時株主総会の終結のときまでとする。  
但し、補欠または増員により選任された取締役または監査役の任期は、他の取締役または監査役の任期の残存期間と同一とする。

(取締役会の招集)

- 第 18 条 取締役会は取締役社長がこれを招集する。  
取締役社長に事故ある時は取締役会において予め定める順位により取締役の1名がこれを招集する。

(招集の手続)

- 第 19 条 取締役会を招集するときは会日より3日前に各取締役に對してその通知を発するものとする。但し、緊急の必要あるときはこの期間を短縮することが出来る。

(議 事 録)

- 第 20 条 取締役会の議事の経過の要領およびその結果は議事録にこれを記載し出席した取締役が記名押印して当会社に保存する。

(取締役会規則)

- 第 21 条 取締役会に関する事項は法令または本定款に別段の定めある場合を除き取締役会の定める取締役会規則による。

(役付取締役)

- 第 22 条 当会社には取締役会の決議をもって取締役社長1名また必要に応じ副社長、専務取締役、常務取締役各若干名置くことが出来る。

(代表取締役)

第 23 条

取締役社長は会社を代表し会社の業務を統轄する。  
取締役会はその決議をもって副社長、専務取締役、常務  
取締役中より会社を代表すべき取締役を定めることが出来る。

第 5 章 計 算

(営業年度)

第 24 条

当会社の営業年度は毎年4月1日より翌年3月31日までと  
する。

(利益配当金)

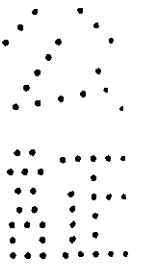
第 25 条

利益配当金は毎決算期現在の株主名簿記載の株主にこれを  
配当する。

(支払の免責)

第 26 条

利益配当金支払提供の日から満3年を経過したときは当会社  
はその支払の義務を免れるものとする。





# ARTICLES OF ASSOCIATION OF E'QUIPE, LTD.

## Part 1: General Provisions

(Trade Name)

Article 1

The name of this Company shall be E'QUIPE, LTD.

(Objectives)

Article 2

The objectives of this Company are to carry out the following operations:

1. trading of various cosmetic products, accessories, garments and foodstuff,
2. production, and importation and exportation of cosmetic products, quasi-pharmaceutical products and cosmetic ~~utensils and~~ accessories and
3. any and all businesses incidental to any of the aforementioned operations.

*Am o Edhis*

(Head Office Location)

Article 3

The head office of this Company is located in Chuo-Ku, Tokyo.

(Method of Public Notices)

Article 4

~~A~~ Public notice<sup>s</sup> from this Company shall be published in the official gazette.

*Am o Edhis*

## Part 2: Stock

(Total Number of Shares)

Article 5

The total number of shares issued by this Company shall be 640,000.

(Amount Per Share)

Article 6

The amount of par-value stock of this Company shall be 500 yen per share.

(Types of Stock Certificates)

Article 7

The stock certificates of this Company shall be in registered form and come in four different denominations of one share, ten shares, one hundred shares and one thousand shares.

Article 8

A shareholder shall register with this Company <sup>his</sup> the name, address and seal ~~thereof~~. This shall also apply where the stockholder has made a revision thereof.

*Am o Edhis*

(Closure of the List of Shareholders)

Article 9

This Company will suspend any revision of the entries in the list of shareholders from the day immediately following the end of each and every accounting year until the day of the convening of the regular general shareholders' meeting.

(Handling of Stock)

Article 10

Procedures regarding the stock of this Company, including transfer, registration of a pledge or cancellation thereof, indication of a trust asset or cancellation thereof, reissue of stock certificates, and any other ~~treatment~~ <sup>procedures</sup> regarding the stock shall be stipulated by the Board of Directors. *see o. Eddies*

### Part 3: Shareholders' Meetings

#### (Convening)

##### Article 11

A regular shareholders' meeting of this Company shall be convened within three months from the day immediately following each and every account closing date, and an extraordinary shareholders' meeting shall, at any time as necessary, be convened by the President or, in the event of an accident to the President, by one Director as determined according to the order as predetermined by the Board of Directors.

#### (Chairman)

##### Article 12

The Chairman of a shareholders' meeting shall be ~~served by~~ the President. *see o. Eddies*

In the event of an accident to the President, this shall be ~~served by~~ one Director as determined according to the order as predetermined by the Board of Directors. *see o. Eddies*

#### (Requirement for Resolutions)

##### Article 13

A resolution of a shareholders' meeting shall, except where otherwise stipulated in law or in these Articles of Association, be ~~passed upon~~ <sup>determined by</sup> the majority of the votes of attending shareholders. *see o. Eddies*

#### (Proxy Votes)

##### Article 14

A shareholder may exercise the voting right thereof by proxy. The proxy under the preceding paragraph shall be limited only to a shareholder of this Company.

#### (Minutes)

##### Article 15

The summary of the proceedings of a shareholders' meeting and the results thereof shall be described in ~~minute~~ <sup>minutes</sup> and such ~~minute~~ <sup>minutes</sup> shall be signed and sealed by the Chairman and attending Directors and be retained in this Company. *see o. Eddies*

### Part 4: Directors, Auditors and Board of Directors

#### (Number and Selection)

##### Article 16

The number of Directors of this Company shall be ten or less, and the number of Auditors thereof shall be two or less. The selection of Directors shall not, however, be made through cumulative voting.

#### (Term of Office)

##### Article 17

The term of office of a Director shall be ~~within~~ <sup>up to</sup> two years after the assumption thereof, and the term of office of an Auditor shall be ~~within~~ <sup>up to</sup> three years after the assumption thereof, each until the conclusion of the regular shareholders' meeting for the last accounting period therein. *see o. Eddies*

The term of office of a Director or an Auditor who has been selected as a substitute or as a result of an increase in the number of appointments, however, shall be the same as the remaining term of office of other Director(s) or Auditor(s).

(Convening of Board of Directors Meetings)

Article 18

A Board of Directors meeting shall be convened by the President.

In the event of an accident to the President, this shall be convened by one Director as determined according to the order as predetermined by the Board of Directors.

(Convening Procedure)

Article 19

In convening a Board of Directors meeting, the notification thereof shall be issued to each and every Director three days prior to the day of the meeting. In the case of emergency, however, the said period may be shortened.

(Minutes)

Article 20

The summary of the proceedings of a Board of Directors meeting and the results thereof shall be described in ~~a~~ minute<sup>s</sup>, and such minute<sup>s</sup> shall be signed and sealed by the attending Directors and be retained in this Company. *as a 2 min*

(Board of Directors Regulation)

Article 21

Any matter regarding the Board of Directors shall, except where otherwise stipulated in law or in these Articles of Association, be governed by the Board of Directors Regulation as stipulated by the Board of Directors.

(Directors with an Executive Title)

Article 22

Upon resolution of the Board of Directors, one President and, as necessary, a certain number of Vice President<sup>s</sup>, Senior Managing Director<sup>s</sup> and Managing Director<sup>s</sup> positions may be set up in this Company. *as a 2 min*

(President)

Article 23

The President shall represent the Company and supervise operations of the Company. The Board of Directors may, upon resolution thereof, appoint, among the Vice President(s), Senior Managing Director(s) and Managing Director(s), a Director to represent the Company.

Part 5: Accounting

(Business Year)

Article 24

The business year of this Company shall be from April 1 of each and every year until March 31 of the following year.

(Profit Dividends)

Article 25

Profit dividends shall be distributed to shareholders listed in the list of shareholders as of the end of each and every accounting year.

(Exemption of Payment Obligation)

Article 26

Where a full three years have elapsed since the day of a scheduled profit dividend payment, this Company shall be exempt from the obligation of the payment thereof.

Certified a true translation of the  
Japanese Original.  
AKIKO O EDDIS

AKIKO O EDDIS, MITI

I certify that this translation  
from the Japanese original has been  
made by Akiko O Eddis, MITI a  
person known by me to be  
competent to translate the  
document into English.

Jonathan Jones  
Solicitor.

16 July 2003.

認

証

東京都中央区銀座4丁目10番6号

昭和通り公証役場



これは当会社の現行定款の写しに相違ありません。

平成 15 年 7 月 14 日

東京都中央区銀座五丁目 15 番 1 号

株式会社 エキップ

代表取締役 菅 誠 之 

認

証

東京都中央区銀座4丁目10番6号

昭和通り公証役場



これは当会社の現行定款の写しに相違ありません。

平成 15 年 7 月 14 日

東京都中央区銀座五丁目 15 番 1 号

株式会社 エキップ

代表取締役

菅

誠

之



公証  
証



定款

株式会社 エキップ

定 款

第 1 章 総 則

(商 号)  
第 1 条  
(目 的)  
第 2 条

当会社は、株式会社 エキップ と称する。

当会社は下記の業務を営むことを目的とする。

1. 各種化粧品、装身具、装身衣料、食品の売買
2. 化粧品、医薬部外品、化粧品用品の製造および輸出入
3. 前各号に附帯する一切の事業

(株式の取扱)  
第 10 条

当会社の株式の名義書換、質権の登録またはその抹消  
信託財産の表示またはその抹消、株券の再発行その他  
株式に関する取扱手続は取締役会が定める。

(招 集)  
第 11 条

第 3 章 株 主 総 会

当会社の定時総会は毎決算日の翌日より3ヶ月以内に  
また臨時総会は随時必要ある毎に取締役社長が招集し、  
取締役社長に事故あるときは取締役会において予め定  
めた順位により取締役の1名がこれを招集する。

(本店の所在地)

第 3 条

当会社は本店を東京都中央区に置く。

(議 長)  
第 12 条

総会の議長は取締役社長がこれに当たる。  
取締役社長に事故あるときは取締役会において予め定め  
た順位により取締役の1名がこれに当たる。

(公告の方法)  
第 4 条

当会社の公示は官報に掲載する。

第 2 章 株 式

(株式の総数)

第 5 条

当会社の発行する株式の総数は640,000株とする。

(1株の金額)

第 6 条

当会社の額面株式の1株の金額は500円とする。

(株券の種類)

第 7 条

当会社の株券は記名式とし1株券、10株券、100株券、  
1,000株券の4種とする。

(決議の要件)  
第 13 条

総会の決議は法令または本定款に別段の定めある場合  
を除き出席した株主の議決権の過半数をもってする。

(議決権の代理)  
第 14 条

株主は代理人をもって議決権を行うことが出来る。  
前項の代理人は当会社の株主に限るものとする。

(議 事 録)  
第 15 条

総会の議事の経過の要領およびその結果は議事録にこ  
れを記載し議長ならびに出席した取締役が記名押印し  
て当会社に保存する。

第 8 条

株主はその氏名、住所および印鑑を当会社に届出るものと  
する。これを変更したときもまた同様とする。

(株主名簿の閉鎖)

第 9 条

当会社は毎年決算期の翌日から定時株主総会集結の日まで  
株主名簿の記載の変更を停止する。

#### 第 4 章 取締役、監査役および取締役会

(員数および選任)

##### 第 16 条

当会社の取締役は10名以内、監査役は2名以内とする。但し取締役の選任については累積投票によらないものとする。

(任期)

##### 第 17 条

取締役の任期は就任後2年内、監査役の任期は就任後3年内の各最終の決算期に関する定時株主総会の終結のときまでとする。

但し、補欠または増員により選任された取締役または監査役の任期は、他の取締役または監査役の任期の残存期間と同一とする。

(取締役会の招集)

##### 第 18 条

取締役会は取締役社長がこれを招集する。  
取締役社長に事故ある時は取締役会において予め定める順位により取締役の1名がこれを招集する。

(招集の手続)

##### 第 19 条

取締役会を招集するときは会日より3日前に各取締役に対してその通知を発するものとする。但し、緊急の必要があるときはこの期間を短縮することが出来る。

(議事録)

##### 第 20 条

取締役会の議事の経過の要領およびその結果は議事録にこれを記載し出席した取締役が記名押印して当会社に保存する。

(取締役会規則)

##### 第 21 条

取締役会に関する事項は法令または本定款に別段の定めがある場合を除き取締役会の定める取締役会規則による。

##### 第 22 条

当会社には取締役会の決議をもって取締役社長1名また必要に応じ副社長、専務取締役、常務取締役各若干名置くことが出来る。

(代表取締役)

##### 第 23 条

取締役社長は会社を代表し会社の業務を統轄する。  
取締役会はその決議をもって副社長、専務取締役、常務取締役中より会社を代表すべき取締役を定めることが出来る。

(営業年度)

##### 第 24 条

当会社の営業年度は毎年4月1日より翌年3月31日までとする。

(利益配当金)

##### 第 25 条

利益配当金は毎決算期現在の株主名簿記載の株主にこれを配当する。

(支払の免責)

##### 第 26 条

利益配当金支払提供の日から満3年を経過したときは当会社はその支払の義務を免れるものとする。

#### 第 5 章 計 算

認 証

嘱託人 株式会社 エキップ 代表取締役 菅 誠之

- (1) ①嘱託人は、本公証人の面前で、別紙証書に した。  
 ②嘱託人は、本公証人の面前で、別紙証書に したことを自認した。  
 (2) 嘱託人の代理人 富岡 淳 は、本公証人に対し、嘱託人が別紙証書に  
 署名押印 したことを自認している旨陳述した。  
 上記のうち、(2) 一 が本件の認証事項である。

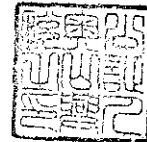
よって、これを認証する。

平成15年 7 月 14 日、本公証人役場において

東京法務局所属

公証人  
Notary

奥山興悦  
KOETSU OKUYAMA



証 明

上記署名は、東京法務局所属公証人の署名に相違ないものであり、かつ、その押印は、  
 真実のものであることを証明する。

平成15年 7 月 14 日

東京法務局長

寶金敏明

APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: JAPAN

This public document

2. has been signed by KOETSU OKUYAMA

3. acting in the capacity of Notary of the Tokyo Legal Affairs Bureau

4. bears the seal/stamp of

Certified

5. at Tokyo

6. JUL. 14. 2003

7. by the Ministry of Foreign Affairs

8. 03- N023361

9. Seal/stamp:

10. Signature

Shinichi HAGIWARA

For the Minister for Foreign Affairs

# 監査報告書

平成15年6月3日

株式会社 エキップ  
代表取締役 菅 誠之 殿

監査役 畑山正克

私は、平成14年4月1日から平成15年3月31日までの第33期営業年度の取締役の職務の執行監査をいたしました。その結果につき以下のとおり報告いたします。

## 1. 調査の方法の概要

監査役は取締役会及び必要に応じ、その他重要な会議に出席する他、取締役等から営業報告を聴取し、重要な決裁書類等を閲覧し、本社及び主要な事業場において業務及び財産の状況を調査し、会計帳簿の調査を行い、計算書類及び附属明細書に検討を加えました。

## 2. 監査の結果

- 1) 会計帳簿は記載すべき事項を正しく記載し、貸借対照表及び損益計算書の記載と合致しているものと認めます。
- 2) 貸借対照表及び損益計算書は法令及び定款に従い、会社の財産及び損益の状況を正しく示しているものと認めます。
- 3) 営業報告書は法令及び定款に従い、会社の状況を正しく示しているものと認めます。
- 4) 利益の処分に関する議案は法令及び定款に適合し、かつ、会社財産の状況・その他の事情に照らし、指摘すべき事項は認められません。
- 5) 附属明細書は記載すべき事項を正しく示しており、指摘すべき事項は、認められません。
- 6) 取締役の職務遂行に関する不正の行為または法令もしくは定款に違反する重大な事実は認められません。

以上

# 貸借対照表

平成15年3月31日現在

(単位：円)

資産の部		負債及び資本の部	
流動資産	2,345,611,303	流動負債	1,116,334,459
当座資産	1,821,212,166	支払手形	328,765,741
現金	0	買掛金	291,969,756
預金	4,164,718	未払金	10,419,150
売掛金	661,004,960	未払金法人税等	231,802,916
未収入金	30,925,148	未払消費税	29,141,603
立替金	38,150	未払費用	198,241,795
短期貸付金	1,109,000,000	賞与引当金	5,750,000
前払費用	1,770,400	返品調整引当金	6,142,136
仮払金	11,510,000	預り金	4,174,065
貸倒引当金	△ 626,881	仮受金	3,189,943
繰延税金資産(流動)	3,425,671	従業員貯蓄金	6,737,354
棚卸資産	524,399,137		
商品	409,775,612	固定負債	8,385,165
仕掛品	29,976,226	退職給与引当金	8,385,165
貯蔵品	84,647,299		
固定資産	396,027,993	負債の部 合計	1,124,719,624
有形固定資産	325,898,003		
建物付属設備	25,728,106	資本金	300,000,000
工具器具備品	300,169,897	資本金	300,000,000
無形固定資産	5,736,954		
電話加入権	3,666,316	利益剰余金	1,316,919,672
ソフトウェア製品	2,070,638		
投資等	64,393,036	当期末処分利益	1,316,919,672
長期前払費用	4,971,436	(内当期利益)	461,175,754
その他の投資	50,330,000		
繰延税金資産(固定)	9,091,600	資本の部 合計	1,616,919,672
資産の部 合計	2,741,639,296	負債・資本の部 合計	2,741,639,296

(注) 税効果会計の適用により、当期利益が 419,916円減少し、当期末未処分利益が 419,916円増加している。  
退職給付に係る会計基準を適用により、退職給付費用繰入額は 35,618,755円となっている。  
制度変更時の移行時差異としてオフバランスに 55,500,083円あり、当社は15年間の均等償却を採用し  
営業外費用にて償却額 4,270,000円を計上している。

# 損益計算書

自 平成14年4月 1日  
至 平成15年3月31日

(単位：円)

科 目	金 額	
	内 訳	合 計
経常損益の部		
営業損益		
売上高	6,305,885,984	
営業収益 計		6,305,885,984
売上原価	2,243,586,600	
営業費	3,296,153,703	
営業費用 計		5,539,740,303
営業利益		766,145,681
営業外収益		
収入利息	34,388,108	
貸倒引当金戻入	1,682,000	
返品調整引当金戻入	8,564,000	
経営指導及び業務受託料	60,071,328	
雑収入		
営業外収益 計		104,705,436
営業外費用		
支払利息	5,053,782	
賃借権利金等償却	5,601,834	
繰延資産償却費	5,776,421	
退職給付債務償却費	4,270,000	
貸倒引当金繰入	1,092,881	
返品調整引当金繰入	12,138,136	
雑損失	322,393	
営業外費用 計		34,255,447
経常利益		836,595,670
特別損益		0
税引前当期利益		836,595,670
法人税住民税及び事業税		375,000,000
法人税等調整額		△ 419,916
当期利益		461,175,754
前期繰越利益		855,743,918
当期末処分利益		1,316,919,672

(注) 税効果会計の適用により、当期利益が 419,916円減少し、当期末処分利益が 419,916円増加している。

退職給付に係わる会計基準を適用により、退職給付費用繰入額は 35,618,755円となっている。

制度変更時の移行時差異としてオフバランスに 55,500,083円あり、当社は15年間の均等償却を採用し  
営業外費用にて償却額 4,270,000円を計上している。

## 利 益 処 分

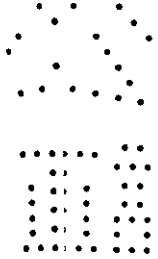
当 期 未 処 分 利 益

1,316,919,672 円

これを下記の通り処分致します。

次 期 繰 越 利 益

1,316,919,672 円





# Audit Report

June 3, 2003

E'QUIPE LTD.

Representative Director: Mr. Seiji Kan

Auditor: Masakatsu Hatayama

I audited the execution of Directors' duties for the 33<sup>rd</sup> business year, from April 1, 2002 to March 31, 2003. The following is a report of the audit results.

## 1. Overview of Investigation Method

*meetings* The Auditor: attended the meetings of the Board of Directors, and as necessary, other important ~~conferences~~; interviewed Directors, etc. about operating reports; read important documents on decision-making, etc.; investigated the status of the operations and assets at the head office and principal places of business; investigated the account books; and examined the financial documents and the attached detailed statements. *no errors*

## 2. Audit Results

- confirmed*
- 1) It is ~~acknowledged~~ that the entries in the financial documents have been made accurately as required, and that the financial documents are consistent with the entries in the balance sheet and the profit & loss statement. *no errors*
- confirmed*
- 2) It is ~~acknowledged~~ that the balance sheet and the profit & loss statement accurately represent the asset status and profit/loss status of the Company, in compliance with laws, ordinances and the Articles of ~~Incorporation~~. *Association*. *no errors*
- confirmed*
- 3) It is ~~acknowledged~~ that the operating report accurately represents the Company's status, in compliance with laws, ordinances and the Articles of ~~Incorporation~~. *Association*. *no errors*
- 4) The proposal for the appropriation of earnings is in compliance with laws, ordinances and the Articles of ~~Incorporation~~. *Association*. Nothing that requires mentioning has been found, with reference to the Company's asset status and other circumstances. *no errors*
- 5) The attached detailed statements indicate the entries required are accurate. Nothing that requires mentioning has been found.
- 6) Neither any wrongdoings relating to the execution of duties by Directors, nor any serious facts relating to the breach of the Articles of ~~Incorporation~~ have been found. *no errors*
- Laws, ordinances or Association*

**BALANCE SHEET**

As of March 31, 2003

(Unit: yen)

Assets		Liabilities and Shareholders' Equity	
Current Assets	2,345,611,303	Current Liabilities	1,116,334,459
<del>Liquid</del> Quick assets	1,821,212,166	Bills payable	328,765,741
Cash	0	Accounts payable - trade	291,969,756
Deposits	4,164,718	Accounts payable - others	10,419,150
Accounts receivable - trade	661,004,960	Corporate tax etc. payable	231,802,916
Accounts receivable - others	30,925,148	Consumption tax payable	29,141,603
Advances paid	38,150	Accrued expenses payable	198,241,795
Short-term loans	1,109,000,000	Bonus payment reserve	5,750,000
Expenses prepaid	1,770,400	Reserve for unsold and returned goods	6,142,136
Suspense advances paid	11,510,000	Dues withheld	4,174,065
Bad debt reserve	△ 626,881	Suspense advances payable	3,189,943
Deferred tax assets - current	3,425,671	Employees' savings	6,737,354
Inventory assets	524,399,137		
Finished products	409,775,612	Fixed Liabilities	8,385,165
<del>Work Goods</del> Goods in process	29,976,226	Retirement benefit reserve	8,385,165
Supplies	84,647,299		
Fixed Assets	396,027,993	Total Liabilities	1,124,719,624
Tangible fixed assets	325,898,003		
<del>Fixtures &amp; Fittings</del> Buildings and accessories	25,728,106	Shareholders' Equity	300,000,000
Tools and equipment	300,169,897	Capital	300,000,000
Intangible fixed assets	5,736,954		
Telephone subscription rights	3,666,316	Retained Surplus	1,316,919,672
Software	2,070,638		
Investments etc.	64,393,036	Unappropriated profits at yearend	1,316,919,672
Prepaid long-term expenses	4,971,436	(profits for the year therein)	461,175,754
Other investments	50,330,000		
Deferred tax assets - fixed	9,091,600	Total Shareholders' Equity	1,616,919,672
Total Assets	2,741,639,296	Total Liabilities and Shareholders' Equity	2,741,639,296

(Notes) With the application of tax effect accounting, the profits for the year decreased by 419,916 yen and the unappropriated profits at yearend increased by 419,916 yen.

With the application of the accounting standard for retirement benefits, the transfer to the retirement benefit expenses amounted to 35,618,755 yen.

As there is an off-balance-sheet differential of 55,500,083 yen that occurred as a result of accounting method revision, our Company posted in the non-operating expenses 4,270,000 yen as depreciation costs by applying a 15-year depreciation.

**PROFIT AND LOSS STATEMENT**

From April 1, 2002

To March 31, 2003

(Unit: yen)

Item	Amount	
	Breakdown	Total
Ordinary Profits/Losses		
Operating profits/losses		
Sales proceeds	6,305,885,984	
Total sales income		6,305,885,984
Sales costs	2,243,586,600	
Operating costs	3,296,153,703	
Total operating expenses		5,539,740,303
Operating profits		766,145,681
Non-Operating Income		
Interest income	34,388,108	
Surplus in the bad loan reserve	1,682,000	
Surplus in the reserve for unsold and returned goods	8,564,000	
Management guidance and service commission fee income	60,071,328	
Miscellaneous income		
Total non-operating income		104,705,436
Non-Operating Expense		
Interest payments	5,053,782	
Depreciation on lease deposits etc.	5,601,834	
Deferred asset depreciation costs	5,776,421	
Retirement benefit payment obligation amortization costs	4,270,000	
Transfer to the bad loan reserve	1,092,881	
Transfer to the reserve for unsold and returned goods	12,138,136	
Miscellaneous losses	322,393	
Total non-operating expenses		34,255,447
Ordinary profits		836,595,670
Special profits/losses		0
Pre-tax profits for the year		836,595,670
Corporate, resident and business taxes		375,000,000
Adjustments to corporate tax etc.		△ 419,916
Profits for the year		461,175,754
Profits carried over from the previous year		855,743,918
Unappropriated profits at yearend		1,316,919,672

(Notes) With the application of tax effect accounting, the profits for the year decreased by 419,916 yen and the unappropriated profits at yearend increased by 419,916 yen.

With the application of the accounting standard for retirement benefits, the transfer to the retirement benefit expenses amounted to 35,618,755 yen.

As there is an off-balance-sheet differential of 55,500,083 yen that occurred as a result of accounting method revision, our Company posted in the non-operating expenses 4,270,000 yen as depreciation costs by applying a 15-year depreciation.

PROFIT APPROPRIATION

Unappropriated profits at yearend:

¥1,316,919,672

The amount above will be appropriated as follows:

Profits/losses carried forward to the following year

¥1,316,919,672

*Certified a true translation of the  
Japanese original.*

*Akiko O Eddis*

AKIKO O EDDIS, MITI

*I certify that this translation from the Japanese original  
has been made by Akiko O Eddis, MITI a person  
known by me to be competent to translate the  
document into English.*

*Jonathan Jones  
Solicitor*

*16 July 2003*

**FILE COPY**



**CERTIFICATE OF REGISTRATION  
OF AN OVERSEA COMPANY**

(Establishment of a branch)

Company No. FC024668

Branch No. BR007175

The Registrar of Companies for England and Wales hereby certifies that  
E'QUIPE, LTD.

has this day been registered under Schedule 21A to the Companies  
Act 1985 as having established a branch in England and Wales

Given at Companies House, Cardiff, the 22nd July 2003



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —