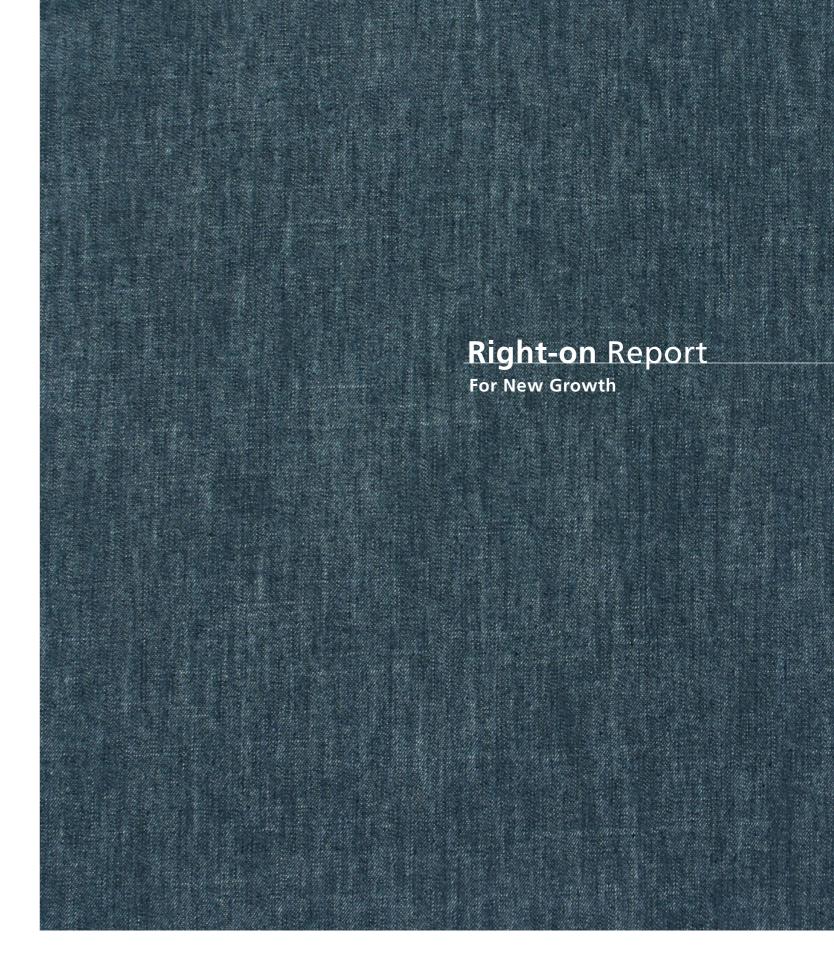


RIGHT ON Co., Ltd.

1-11-1 Azuma, Tsukuba-shi, Ibaraki 305-8503, JAPAN Tel: +81-29-858-0321 Fax: +81-29-858-0331 URL: http://www.right-on.co.jp/





POLICY

MISSION

To give people more fun and choice in life by delivering jeans with lasting appeal that transcends the generations.

- 1. We aim to be a company that makes customers happy by taking a Customer First approach.
- 2. We aim to be a company that is trusted by the public for its honesty
- 3. We aim to be a company where staff can grow, use their skills to the full, and feel motivated in their work.

To Our Shareholders



First of all, I would like to thank our shareholders for the support we received from you throughout the year.

My name is Tatsuharu Yokouchi, and I was recently appointed as president and representative director of RIGHT ON Co., Ltd. I am committed to bringing a sense of urgency and renewed passion to my position and ask for your support and encouragement.

Before moving on to report on our business results and activities for the 32nd fiscal term, ended August 20, 2011, I wish to express my deepest sorrow for all the victims of the Great East Japan Earthquake which struck on March 11, 2011, and my sincere hopes for a rapid recovery.

In the fiscal term under review, the prolonged period of economic uncertainty and the effect of the earthquake contributed to very challenging conditions for the Japanese economy. RIGHT ON was likewise affected by the earthquake, which caused a suspension of operations at some stores. Under these influences, both sales and profits decreased for the second consecutive fiscal term. We sincerely regret this unsatisfactory result.

Our stated MISSION is to "give people more fun and choice in life by delivering jeans with lasting appeal that transcends the **generations.**" However, in view of the present situation, I feel that we have a considerable way to go before we can say that we are fulfilling

I see my responsibility under the new system as building a business model that will allow us to continuously fulfill our MISSION. To do this, first of all we will ensure that our stores, without exception, are designed to make customers happy. By also promoting compliance, we will act as a company that the public can trust consistently. Moreover, we will create an environment in which employees feel strongly motivated in their work. By realizing these aims, we will target recovery and further growth in our business performance. We ask for your redoubled support of our efforts.

November 2011

Tatsuharu Yokouchi

President and Representative Director

Review of Operations for the 32nd Fiscal Term

Business environment

Although some signs appeared of a recovery in corporate earnings and private-sector capital investment, the Japanese economy suffered a severe blow from the Great East Japan Earthquake of March 11, 2011, which led to worsening conditions for corporate earnings and a further deterioration in the employment situation, thus contributing to a state of economic stagnation.

Review of operations

Against this background, we worked to meet customer expectations and deliver services that make customers happy.

In terms of products, returning to our roots as expressed by the slogan "RIGHT ON is the jeans shop," we strengthened our product range in bottom-wear items including jeans. In the topwear sector, similarly, we worked to strengthen partnerships with suppliers to enhance our product range, giving customers more scope to enjoy selecting products. We also undertook reviews in the areas of design, silhouettes, and sense of fitting size as a way to attract a wider range of customers.

On the sales front, we implemented customer service training for all store managers, conducted workshops designed to increase customer satisfaction, and participated actively in customer service role-playing contests organized by shopping centers. These activities formed part of our efforts to boost customer service and sales capabilities and unite stores in a common approach to customer satisfaction.

In terms of improvements to sales floors, aiming to maximize the strengths and appeal of each store, we established a new unit to promote visual merchandising (VMD). This worked to enhance the sales floor environment, for instance, by developing interior decor and fittings that show products to advantage, providing support to sales floor design and display creation, and reinforcing the visual presentation of our core products.

In terms of our marketing activities, in addition to using existing media such as leaflets, magazines, websites and email magazines, we undertook proactive press activities at our Harajuku Design Office to boost store loyalty.

With regard to store openings and closings, we opened a total of 15 new stores, including the Abeno Market Park Q's Mall store during the fiscal term under review, while closing a total of 23 stores to raise efficiency. As a result, the number of stores at the end of the 32nd fiscal term stood at 479. In an effort to ensure that our sales areas remain fresh and attractive at all times, we also worked to enliven existing stores by actively undertaking renovations.

We continued to work on raising product competitiveness and name recognition and establishing brand identities for each of the FLASH REPORT, MPS and RAPUA store formats. In terms of our e-commerce business (Internet sales), we sought to attract customers in greater numbers by introducing products available exclusively online and launching a system for product collection from stores.

Financial results for the 32nd term

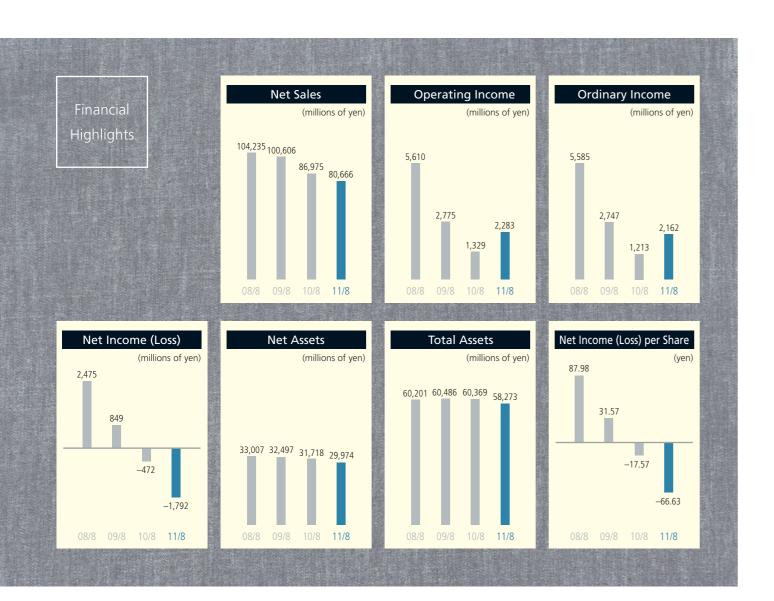
Although performance benefited from the initiatives outlined above, it was negatively affected by issues such as the market readiness of products developed in-house and the accuracy of demand forecasts. Activities to integrate the three elements of *products*, sales floors and sales promotions were also less than sufficient. Added to these difficulties came the aftereffects of the Great East Japan Earthquake, which included reduced operating hours due to temporary store closures and rolling electric power outages. The result was that net sales struggled, falling 7.3% year on year to 80,666 million yen. Operating income, on the other hand, rose by 71.8% to 2,283 million yen, and ordinary income increased by 78.1% to 2,162 million yen. However, after recording extraordinary losses including losses on retirement of fixed assets due to store renovation work, losses on store closures, impairment losses, the effect of applying the Accounting Standard for Asset Retirement Obligations, and losses arising from the earthquake, we posted a net loss of 1,792 million yen, compared to a net loss of 472 million yen in the previous fiscal term.

Dividends

We decided to pay a year-end dividend for the 32nd fiscal term of 5 yen per share. As a result, as initially planned, the annual dividend remains a dividend of 5 yen per share (an interim dividend of 0 yen and a year-end dividend of 5 yen).

For the 33rd fiscal term

Looking ahead to the next fiscal term, amid uncertainty as to the prospects for an economic recovery, our business environment is expected to remain difficult. To respond to this situation, we will work to meet customer expectations by improving the market readiness of products developed in-house, raising the accuracy of demand forecasts, strengthening the product range of national brand products, reconstructing our merchandising with emphasis on a balanced product structure, and enhancing customer service and sales capabilities.



1. Return to a jeans shop

Returning to our roots as a jeans shop, we will work consistently to offer a rich range of jeans products and promote lifestyles with jeans as a central feature. To build closer ties to suppliers, we will assemble a rich range of popular bottomwear and also seek actively to develop new brands. In the area of private brand products also, we will strive to achieve differentiation from competitors and progress with the development of high-quality, high-added-value products.

33rd Fiscal Term

2. Construction of well-balanced merchandising

To attract customers from the broad range of age groups who want to enjoy fashion, we will construct a well-balanced merchandising operation. We will accurately identify and analyze customer needs, draft and implement plans based on the analysis, and then put them to the test. By applying this method continuously and

comprehensively, we will work to improve the accuracy of merchandising.

3. Enhancement of national brand products

To realize exciting sales floors, we will seek to enhance national brand products. By strengthening our partnership with suppliers, we will assemble a rich range of popular brands and seasonal brands, realizing a product structure that offers customers enjoyment in making selections.



Medium-term business strategy

Implementing the primacy of the business front line

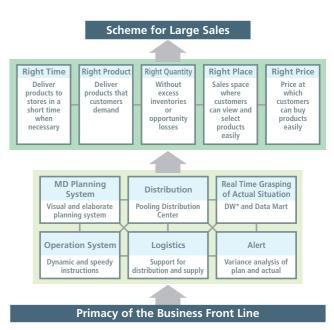
At RIGHT ON under the basic principle of the primacy of the business front line, according to which everything begins at the store level, we seek to incorporate the opinion of store staff into not only the sales system but also all strategies and initiatives, including products, sales promotions, and store opening plans, as a way to improve business performance. Additionally, to identify the distinctive character of our stores in terms of temperature, climate, geographical environment, store format, and so on, and clearly reflect these characters in the supply of products and the design of the sales floor, we will ensure that strategies and initiatives reflect the ideas of the store staff, who are in contact with customers on a daily basis. In this way, we aim to take maximum advantage of the distinctive character of each store nationwide.

Scheme for Large Sales

Our Scheme for Large Sales is a unique system designed in accordance with our business model that is based on the principle of the *primacy of the business front line*. The system is designed to organically combine the three capabilities that form the source of our business strength, namely, the dynamics of stores (superiority in the design of sales floors, locations, and other factors).

products (a rich assortment of popular products), and sales (ability to sell out products), and to realize the five pillars of success, namely, "the right time, the right product, the right quantity, the right place, and the right price."

We will create a business model for growth by strengthening each item in the system cycle of our Scheme for Large Sales and further improving their accuracy.



* Data Warehouse

07

Merchandise Strategy

In our merchandise strategy, we will return to our roots as a jeans shop that focuses on a wide range of products and work to assemble a range of products that meets customer expectations.

In the area of national brand products, we will increase the competitiveness of our stores by strengthening partnerships with suppliers to create a richer range of brands, not forgetting to introduce attractive seasonal brands to add variety. In particular, in the bottomwear sector, to appeal through a rich selection of jeans, we will introduce greater brand variety with the aim of expanding sales.

In the area of private brand products, we will build a product structure able to appeal to a wide range of customer age groups. We will also seek to strengthen product planning and development

capabilities and improve market readiness as a way to enhance product value. Meanwhile, the Harajuku Design Office will gather information on fashion trends, new materials and other areas and engage in new product planning and development. We will also take steps to upgrade our quality management system to improve brand loyalty.

Additionally, through activities to ensure consistent integration of the three elements of sales strategy, merchandise strategy, and marketing strategy, we will further boost product appeal and transform products that we want to sell into products that customers want to buy, thus increasing customer satisfaction and maximizing sales and profits.



WOOL DOWN JACKET

Using a shaggy woollen material with a distinctive style and a wool-like outer material with a matte finish, this down jacket has a warm and relaxed feel that contrasts with the sporty image of existing versions. The outer material is subject to water-repellent processing while the backing material has antistatic processing, adding up to a garment that combines design value, wearer convenience and functionality.

SILKY VEIL

Compared to regular stretch material, this offers a completely different texture and level of elasticity. For the weft yarn, it uses microfibers, which gives the surface a silky smoothness and realizes comfortable stretchability, outstanding moisture absorption, and quick drying, ensuring year-round wearer comfort.





Marketing Strategy

In our marketing strategy, by adopting a media mix technique, whereby a range of sales promotion media (television commercials, magazines, leaflets, email magazines, social networking services, etc.) is coordinated to provide publicity for new products and promotional campaigns, we will deliver information to a larger number of customers. Additionally, we will employ sales promotion tools (catalogs, posters, point-of-purchase media, etc.) to convincingly reflect on the sales floor the image of the publicized products and promotional campaigns, thus ensuring effective promotional impact.

We will also engage in energetic press activities and use press releases (information disclosure), permanent displays and lending out of sample products, seasonal product exhibitions, and other activities to communicate up-to-date information from RIGHT ON.

In our e-commerce business (Internet sales), through coordination with sales promotion media and sales promotion tools and cooperation with physical stores, we aim to expand sales and raise the level of recognition of RIGHT ON.





RIGHT ON e-commerce (mail order) site

Right-On, ONLINE SHOP http://e.right-on.co.jp/

RIGHT ON email magazine

(R) PRESS

http://right-on.co.jp/r/



RIGHT ON blog

PRESS Right-on.

http://www.right-on.co.jp/rpress/

RIGHT ON Twitter account

twitter righton_jp

Sales Strategy

In our sales strategy, we will continue and reinforce initiatives to deliver "services that make customers happy" as a way to expand our customer base. As part of efforts to improve customer service and sales capabilities, we work to unite all stores in a common approach at our twice-yearly nationwide store manager training sessions, provide customer service training by regional sales block for each staff level (store managers, regular employees, and part-time staff), and participate consistently in customer service role-playing contests organized by shopping centers.

In addition, by delegating certain authorities to stores, we will give them scope to respond flexibly to situations as a strategy to maximize sales and profits.



Store-Opening Strategy

With regard to our store-opening strategy, we will aim to expand our sales share by seeking to improve the accuracy of our market research, by continuing to open stores in locations with good geographical and other conditions, and by seeking to bolster the efficiency of our stores through the continuation of our "scrap and build" program. To keep our sales floors fresh and attractive, we will not only undertake an active program of renovation, but also reorganize sales floors to take advantage of the distinctive features of each store as part of measures to reinvigorate existing stores. Store opening plans for the next fiscal term envisage the opening of approximately 10 stores.





RIGHT ON Business Types •

Right-on.



http://www.right-on.co.jp/

FLASH REPORT



http://flashreport.co.jp/

MPS



http://kids.right-on.co.jp/

■ New store format *CHIME*



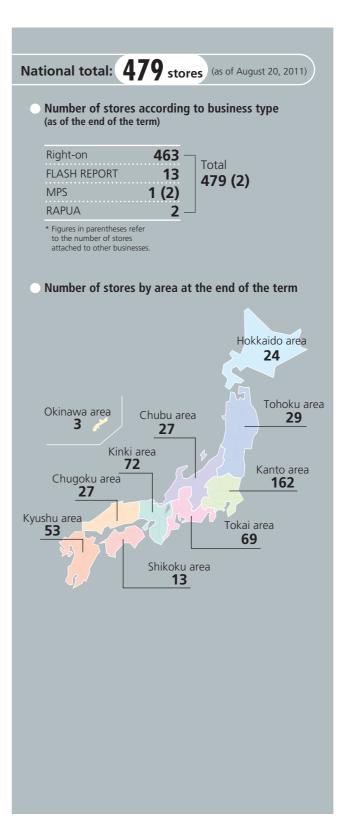
http://chime.jpn.com/







From August 21, 2011, we began the rollout of the new specialty store format for ladies, CHIME (13 stores under the CHIME brand, two under the R-one brand, and two under the existing RAPUA brand), a retailer of everyday casualwear developed around the concept of "comfort, relaxation, and playfulness." Here, we will work to raise product competitiveness and name recognition as well as strengthen the brand.



Outlook for the 33rd Fiscal Term

Looking ahead to the next fiscal term, in the aftermath of the earthquake disaster, Japan has experienced a worsening of the

employment situation, restrictions on the electric power supply, and the impact of the nuclear power accident, which have combined with other factors to cast uncertainty over the future of the economy. The resulting intensification of competition within the industry is expected to add to the difficult business environment for RIGHT ON. To respond to this situation, we will implement measures to meet customer expectations by improving the market readiness of products developed in-house, raising the accuracy of demand forecasts, strengthening the range of national brand products, reconstructing our merchandising with the emphasis on a balanced product structure, and enhancing customer service and sales capabilities.



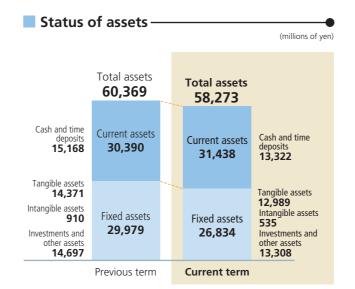
Merger with subsidiary

On August 21, 2011, RIGHT ON Co., Ltd. effected a merger with its subsidiary CHIME Co., Ltd. The aims of the merger included more efficient use of operational resources and reduction of indirect costs. As RIGHT ON holds all the stock of CHIME Co., Ltd., the merger did not involve the issue of new shares, capital increase, or any related payment.

■ Balance Sheets (Summary)

	Previous term Current term				
Item	(as of August		Current term (as of August 20, 2011)		
Assets					
Current assets	30,390	50.3%	31,438	54.0%	
Cash and time deposits	15,168		13,322		
Accounts receivable-trade	1,163		1,425		
Merchandise	11,878		13,045		
Advance payments-trade	59		644		
Prepaid expenses	175		139		
Deferred tax assets	367		434		
Accrued income	1,342		2,387		
Other	235		39		
Fixed assets	29,979	49.7%	26,834	46.0%	
Tangible assets	14,371	23.8%	12,989	22.3%	
Buildings	9,628		8,962		
Structures	280		235		
Tools, furniture and fixtures	2,490		1,834		
Land	1,952		1,952		
Construction in progress	19		5		
Intangible assets	910	1.5%	535	0.9%	
Investments and other assets	14,697	24.4%	13,308	22.8%	
Investment securities	461		153	•	
Stocks of subsidiaries and affiliates	_		14		
Investments in capital	0		0		
Long-term prepaid expenses	33		20	•	
Prepaid pension cost	168		124		
Deferred tax assets	671		640		
Guarantee and rental deposits	13,637		12,485		
Other	46		143		
Allowance for doubtful accounts	(321)		(273)		
Total assets	60,369	100.0%	58,273	100.0%	



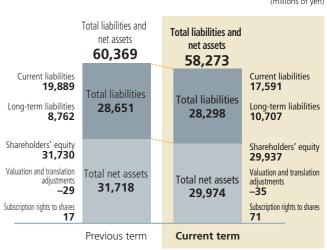


Total assets as of the end of the term came to 58,273 million yen, a decline of 2,096 million yen year on year.

Current assets rose by 1,048 million yen compared to the end of the previous term to 31,438 million yen. This was mainly due to an increase in merchandise (up 1,167 million yen year on year) and accrued income (up 1,044 million yen) combined with a decrease in cash and time deposits (down 1,845 million yen).

Fixed assets decreased by 3,145 million yen compared to the end of the previous term to 26,834 million yen. This was mainly due to declines in tangible and intangible assets (down 1,756 million yen) and guarantee and rental deposits (down 1,151 million yen).

Status of liabilities and net assets



Total liabilities as of the end of the term came to 28,298 million yen, a decline of 352 million yen compared to the end of the previous term.

Current liabilities decreased by 2,297 million yen compared to the end of the previous term to 17,591 million yen. This was mainly due to increases in the current portion of long-term loans payable (up 800 million yen year on year), income taxes payable (up 531 million yen) and accrued consumption taxes (up 133 million yen), combined with declines in trust payable (down 2,885 million yen year on year) and trade accounts payable (down 692 million yen).

Long-term liabilities increased by 1,945 million yen compared to the end of the previous term to 10,707 million yen. This was mainly because of an increase in asset retirement obligations (up 2,489 million yen year on year), combined with a decrease in bonds payable (down 700 million yen).

Total net assets as of the end of the term came to 29,974 million yen, a decrease of 1,744 million yen compared to the end of the previous term. This was mainly due to a decrease in retained earnings (down 1,792 million yen year on year). The equity ratio as a percentage of total assets stood at 51.3%.

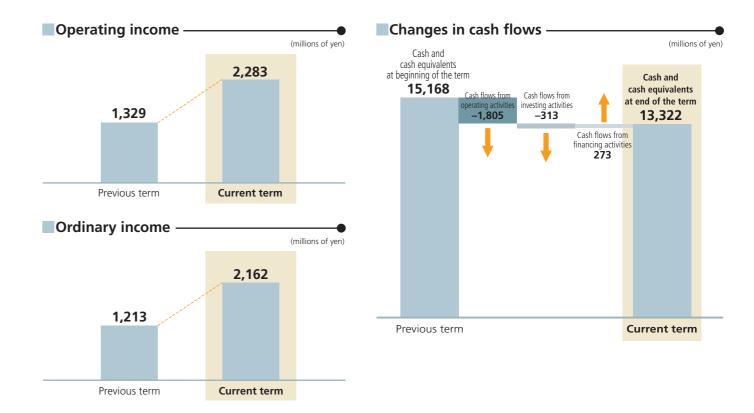
■ Statements of Income (Summary)

(Unit: millions of yen) **Previous term Current term** (year ended August 20, 2010) Item (vear ended August 20, 2011) Net sales 86,975 100.0% 80,666 100.0% Cost of sales 45,661 43,139 47.5% 46.5% **Gross profit on sales** 41,313 37,526 Selling, general and administrative 39,984 35,243 Operating income 1,329 1.5% 2,283 2.8% Non-operating income 238 208 Non-operating expenses 353 329 Ordinary income 1,213 1.4% 2,162 2.7% 81 20 Extraordinary income 1,087 3,191 Extraordinary losses Income (loss) before income taxes 208 0.2% (1,009)Income taxes 440 819 Current: Deferred: 241 (36)Net loss (472)(1,792)

■ Statements of Cash Flows (Summary)

(Unit: millions of yen)

Item	Previous term (year ended August 20, 2010)	Current term (year ended August 20, 2011)
Cash flows from operating activities	4,644	(1,805)
Cash flows from investing activities	(1,676)	(313)
Cash flows from financing activities	1,810	273
Net increase (decrease) in cash and cash equivalents	4,778	(1,845)
Cash and cash equivalents at beginning of the term	10,389	15,168
Cash and cash equivalents at end of the term	15,168	13,322



In the 32nd fiscal term, we rolled out the initiatives announced at the beginning of the term. Nevertheless, performance was negatively affected by issues such as the market readiness of products developed in-house and the accuracy of demand forecasts. Activities to integrate the three elements of products, sales floors and sales promotions were also less than sufficient. Added to these difficulties came the aftereffects of the Great East Japan Earthquake, which included reduced operating hours due to temporary store closures and rolling electric power outages.

As a result, net sales struggled, falling by 7.3% year on year to 80,666 million yen. However, thanks to reductions achieved through a concerted company-wide review of expenses, operating income grew by 71.8% to 2,283 million yen and ordinary income by 78.1% to 2,162 million yen. Nevertheless, the final balance of our accounts was impacted by extraordinary losses such as losses on retirement of fixed assets due to store renovation work, losses on store closures, impairment losses, the effect of applying the Accounting Standard for Asset Retirement Obligations, and extraordinary losses arising from the earthquake disaster. As a result of these, we recorded a highly regrettable net loss of 1,792 million yen.

Cash and cash equivalents at the end of the fiscal term under review totaled 13,322 million yen, 1,845 million yen lower than at the end of the previous fiscal term, down 12.2% year on year. The factors influencing this figure included 2,603 million yen in depreciation, 2,138 million yen resulting from the application of the Accounting Standard for Asset Retirement Obligations, and proceeds from long-term debt, which were offset by a 1,009 million yen loss before income taxes, payment for the purchase of tangible fixed assets as part of new store openings and store renovation, payment for the purchase of intangible fixed assets, and other factors.

Corporate Data (as of August 20, 2011)

Company name: RIGHT ON Co., Ltd.

Headquarters: 1-11-1 Azuma, Tsukuba-shi,

> Ibaraki 305-8503, Japan Tel: +81-29-858-0321

http://www.right-on.co.jp/

Establishment: April 1, 1980

Capital stock: 6,195 million yen

Representative: Tatsuharu Yokouchi, President and

Representative Director

Number of employees: 819

Corporate website:

Business contents: • A casualwear specialty store with jeans as

the mainstay item

A nationwide chain store operation with different types of stores for different locations, such as shops located in shopping centers, power centers and station buildings, urban street stores and

suburban roadside stores.

Directors and Corporate Auditors (as of November 18, 2011)

Chairman and Representative Director Masahiro Fujiwara

President and Representative Director Tatsuharu Yokouchi

Yusuke Fujiwara Director

Noriyuki Miura Director

Standing Corporate Auditor Hatsuo Nishikawa

Kazushi Orita Standing Corporate Auditor

Corporate Auditor Toshihiro Nagai

Shinichi Hiraide Corporate Auditor

- 1. Corporate Auditors Toshihiro Nagai and Shinichi Hiraide are both outside corporate auditors.
- 2. Makoto Kobayashi, Standing Corporate Auditor, passed away on December 20, 2010.

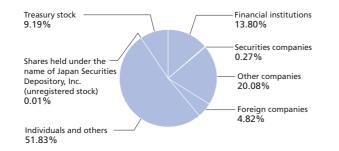
Stock Information (as of August 20, 2011)

Total number of shares authorized 60,000,000 Total number of shares issued and outstanding 29,631,500 Number of shareholders 21,586

Major shareholders

Name	Number of shares held (thousands of shares)	Ratio of shares held (%)
Masahiro Fujiwara	5,216	17.60
Fujiwara Kosan Inc.	4,873	16.45
RIGHT ON Co., Ltd.	2,722	9.19
Yusuke Fujiwara	1,730	5.84
Eiko Fujiwara	674	2.28
The Bank of Tokyo-Mitsubishi UFJ, Ltd.	657	2.22
Nippon Life Insurance Company	635	2.14
BBH for Fidelity Low-Priced Stock Fund	610	2.06
Joyo Bank, Ltd.	528	1.78
Ryosei Fujiwara	462	1.56

Status of Stock by Type of Shareholder



Sharing Profits with Our Shareholders

Dividends

Our dividend policy is to sustain a stable payment of dividends and distribute profits to shareholders backed by our business performance, while building the internal reserves necessary to strengthen our financial profile and enable us to operate our business in the future.

Based on this policy, we plan to pay an annual dividend of 5 yen per share (an interim dividend of 0 yen and a year-end dividend of 5 yen) for the 33rd fiscal term.

Special Benefit Plan for Shareholders

We present discount coupons available at all of our stores as a gift to shareholders recorded or registered on the final list of shareholders on August 20.

The gift is as follows:

Number of Shares Held	Value of Discount Coupon
100-499	3,000 yen (1,000 yen coupon × 3)
500-999	5,000 yen (1,000 yen coupon × 5)
1,000-	7,000 yen (1,000 yen coupon × 7)

The expiration date of the discount coupons is August 20 of the year after the coupons are presented.

Website Information

Information about RIGHT ON is available at the following URLs:

● IR site:

http://www.right-on.co.jp/biz/ir/index.htm

Note: On the IR site, settlement information is available, including data on monthly sales with year-on-year changes and financial results.

• Corporate information: http://www.right-on.co.jp/biz/index.htm

 Corporate site: http://right-on.co.jp/ http://www.right-on.co.jp/english/

http://right-on.co.jp



IR Information

August 21 to August 20 of the following year

Date of General Meeting of Shareholders:

November

Record Date for Dividend Payments:

Year-end Dividend: August 20 Interim Dividend: February 20

Handling Office of Administrator of Shareholders' Register:

Mitsubishi UFJ Trust and Banking Corporation

Contact Details: Corporate Agency Division, Mitsubishi UFJ Trust

and Banking Corporation

7-10-11, Higashisuna, Koto-ku, Tokyo 137-8081,

Japan

Tel: 0120-232-711 (toll free)

Account Managing Agency for Special Accounts:

Mizuho Trust & Banking Co., Ltd.

Stock Transfer Agency Department, Mizuho Trust

& Banking Co., Ltd.

8-4, Izumi 2-chome, Suginami-ku, Tokyo 168-8507,

Tel: 0120-288-324 (toll free)

Listing: Tokyo Stock Exchange

Public Notice: The Company makes public notices electronically.

> URL for the website where the notices will be published: http://www.right-on.co.jp/biz However, if the Company is unable to give an electronic public notice because of an unavoidable reason, public notices may be given in the Nihon

Keizai Shimbun.

(Notes)

Address:

1. As part of the dematerialization of stock certificates, in principle administrative operations such as changes of registered address and requests to purchase shares shall be handled by the account managing agencies (securities companies) with whom the shareholder has

Make inquiries with the securities company where you have an account. Note that these administrative operations cannot be handled by the Handling Office of Administrator of Shareholders' Register.

- 2. For administrative operations relating to shares recorded in special accounts, the account managing agency is Mizuho Trust & Banking Co., Ltd. Note that these administrative operations cannot be handled by the Handling Office of Administrator of Shareholders' Register (Mitsubishi UFJ Trust and Banking Corporation).
- 3. Dividends receivable are paid by the main and branch offices of Mitsubishi UFJ Trust and Banking Corporation.