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(Stock Exchange Code 8029)  
March 7, 2019

**To Shareholders with Voting Rights:**

Kazuhiro Tada  
President and Representative Director  
LOOK HOLDINGS INCORPORATED  
2-7-7 Nakameguro, Meguro-ku, Tokyo

**NOTICE OF  
THE 57th ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 57th Ordinary General Meeting of Shareholders of LOOK HOLDINGS INCORPORATED (the “Company”). The meeting will be held for the purposes as described below.

**If you are unable to attend the meeting, you can exercise your voting rights by means of either of the following methods. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights no later than 5:00 p.m. (Japan time) on Wednesday, March 27, 2019.**

**[Exercising your voting rights by mail]**

Please indicate approval or disapproval for the proposals on the enclosed Voting Rights Exercise Form and return it so that it will reach the Company no later than the deadline designated above.

**[Exercising your voting rights via the Internet, etc.]**

Please refer to the following “Exercising Voting Rights via the Internet, etc.” (page 4 in the Japanese version only), access the website for exercise of voting rights (<https://www.web54.net>) designated by the Company, and input approval or disapproval for the proposals no later than the deadline designated above.

- 1. Date and Time:** Thursday, March 28, 2019 at 10:00 a.m. Japan time
- 2. Place:** Hanautage Room, 2F, HOTEL GAJOEN TOKYO located at  
1 Chome-8-1 Shimomeguro Meguro-ku, Tokyo, Japan
- 3. Meeting Agenda:**
  - Matters to be reported:**
    1. The Business Report, Consolidated Financial Statements for the Company’s 57th Fiscal Year (January 1, 2018 - December 31, 2018) and results of audits by the Accounting Auditor and the Board of Auditors of the Consolidated Financial Statements
    2. Non-consolidated Financial Statements for the Company’s 57th Fiscal Year (January 1, 2018 - December 31, 2018)
  - Proposals to be resolved:**
    - Proposal 1:** Appropriation of Surplus
    - Proposal 2:** Partial Amendment to the Articles of Incorporation
    - Proposal 3:** Election of Six (6) Directors
    - Proposal 4:** Election of Four (4) Auditors

#### 4. Exercise of Voting Rights

(Treatment of multiple exercise of voting rights)

- (1) If voting rights are exercised redundantly through both mail and the Internet, etc., the last vote received will be considered the valid vote. If redundant votes are received on the same day, then the vote received via the Internet will be considered the valid vote.
- (2) When exercising voting rights via the Internet, etc. multiple times, the last vote will be considered the valid vote.

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- ◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
  - ◎ Among the documents which should be provided together with this Notice, Notes to Consolidated Financial Statements and Notes to Non-consolidated Financial Statements are posted on the Company's website (<https://www.look-holdings.jp/irinfo/>) in accordance with provisions of laws and regulations as well as Article 15 of the Company's Articles of Incorporation and therefore are not provided in the Appendix of this Notice. The Appendix provided on the above-mentioned website have been audited as part of the Business Report, Consolidated and Non-Consolidated Financial Statements when the audit report and the accounting audit report were prepared by the Auditors and the Accounting Auditor, respectively.
  - ◎ Should the Reference Documents for the General Meeting of Shareholders, the Business Report, Consolidated and Non-Consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website (<https://www.look-holdings.jp/irinfo/>).

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1: Appropriation of Surplus

The basic policy of the Company is to distribute profits while considering the state of revenue as we endeavor to strengthen our financial structure and enhance internal reserves to facilitate proactive business development.

Based on this policy, the Company proposes that year-end dividends for the year under review be provided as detailed below.

- (1) Type of dividend property  
Cash
- (2) Items related to the allocation of dividend property to shareholders and its total amount  
30 yen per share of common stock of the Company  
Total of 229,663,740 yen
- (3) Date the distribution of surplus comes into effect  
March 29, 2019

**Proposal 2:** Partial Amendment to the Articles of Incorporation

1. Reasons for the amendment

The Company decided to relocate its head office to Minato-ku, Tokyo, with the goal of strengthening the functions of the head office through increasing management efficiency by consolidating the offices of the Group companies and relocating to a highly convenient location. Accordingly, the head office location specified in Article 3 of the current Articles of Incorporation is proposed to be amended. The establishment of a supplementary provision is also proposed, stating that this amendment shall take effect upon the head office relocation date decided at a meeting of the Board of Directors to be held by November 30, 2019, which shall be subsequently deleted when the amendment is put into effect.

2. Description of the amendment

Description of the amendment is as follows:

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed amendment
(Location of Head Office) Article 3. The head office of the Company shall be located in <u>Meguro-ku</u> , Tokyo.	(Location of Head Office) Article 3. The head office of the Company shall be located in <u>Minato-ku</u> , Tokyo.
(Newly established)	<u>SUPPLEMENTARY PROVISIONS</u> <u>The amendment of Article 3 shall be effective as of the head office relocation date decided at a meeting of the Board of Directors to be held by November 30, 2019. This supplementary provision shall be deleted when the amendment is put into effect.</u>

**Proposal 3:** Election of Six (6) Directors

The terms of office of all six (6) Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of six (6) Directors is proposed.

The candidates for Director are as follows:

No.	Name	Current positions and responsibilities at the Company	
1	Kazuhiro Tada	President and Representative Director	[Reappointment]
2	Eiji Takayama	Managing Director	[Reappointment]
3	Masaaki Saito	Director and Operating Officer, General Manager of Management Planning Department	[Reappointment]
4	Haruo Shibuya		[New appointment]
5	Kazuhiko Fukuchi	Director	[Reappointment] [External] [Independent]
6	Kazunori Inoue	Director	[Reappointment] [External] [Independent]

[Reappointment]: Candidate for reappointment as Director

[New appointment]: Candidate for new Director

[External]: Candidate for External Director

[Independent]: Independent Director as provided for by stock exchanges, etc.

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	[Reappointment] Kazuhiro Tada (January 2, 1965)	<p>March 1988      Joined the Company</p> <p>March 2013      Director and Operating Officer, General Manager of Boutique Division</p> <p>March 2013      Director, I.D. LOOK LTD. (to present)</p> <p>March 2015      President and Representative Director, the Company (to present)</p> <p>February 2017    President and Representative Director, LOOK Split Preparation Company (currently LOOK INCORPORATED)</p> <p>[Significant concurrent positions] Director, I.D. LOOK LTD.</p>	31,638
<p>[Reason for nomination as a candidate for Director]</p> <p>Having served as President and Representative Director of the Company since 2015, Mr. Kazuhiro Tada has promoted efforts to grow the Group including enhancing revenue of existing businesses and developing new businesses, and contributed to the enhancement of its corporate value. The Company has continued to nominate him as a candidate for Director because it believes he has appropriately served his role in providing decisions on important matters and supervising the business execution of the Group, and will continue to contribute to the sustainable growth and further enhancement of corporate value of the Group.</p>			
2	[Reappointment] Eiji Takayama (May 26, 1958)	<p>March 1981      Joined the Company</p> <p>March 2009      Director and Senior Operating Officer, General Manager of Accounting &amp; Finance Division</p> <p>March 2009      Director, L.LOGISTICS INC.</p> <p>April 2010      Director, A.P.C. JAPAN LTD.</p> <p>March 2011      Director, LOOK (H.K.) LTD. (to present)</p> <p>March 2011      Director, I.D. LOOK LTD. (to present)</p> <p>March 2011      Director, LOOK CHINA CO., LTD. (to present)</p> <p>March 2012      Managing Director, the Company (to present)</p> <p>April 2014      Director, LAISSE PASSE CO., LTD.</p> <p>July 2014      Director, VERA BRADLEY STYLE LTD.</p> <p>January 2016     President and Representative Director, LOOK MODE INC.</p> <p>March 2016      Director, DENHAM JAPAN INC.</p> <p>January 2017     Director, LOOK MODE INC.</p> <p>[Significant concurrent positions] Director, I.D. LOOK LTD. Director, LOOK (H.K.) LTD. Director, LOOK CHINA CO., LTD.</p>	24,402
<p>[Reason for nomination as a candidate for Director]</p> <p>Having engaged primarily in the Administration department, Mr. Eiji Takayama has extensive experience and achievements including supervising the overall Administration department as Managing Director from 2012 and serving concurrently in important positions in other companies of the Group. The Company has continued to nominate him as a candidate for Director because it believes that he will continue to utilize his extensive experience and achievements in the overall management of the Group, and contribute to the sustainable growth and further enhancement of corporate value.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	[Reappointment]  Masaaki Saito (April 3, 1969)	<p>March 1992      Joined the Company</p> <p>January 2012    General Manager of Management Planning Department</p> <p>March 2012      Director, L.LOGISTICS INC.</p> <p>January 2013    Director, LOOK MODE INC.</p> <p>January 2013    Director, LOOK (H.K.) LTD. (to present)</p> <p>April 2013      Operating Officer, General Manager of Management Planning Department, the Company</p> <p>April 2013      Director, FFI INC.</p> <p>April 2014      Director, LAISSE PASSE CO., LTD.</p> <p>March 2016      Director, DENHAM JAPAN INC.</p> <p>April 2016      Operating Officer, General Manager of Management Planning Department, General Manager of Sales Personnel Division, the Company</p> <p>March 2017      Director and Operating Officer, General Manager of Management Planning Department, General Manager of Sales Personnel Division</p> <p>January 2018    Director and Operating Officer, General Manager of Management Planning Department (to present)</p> <p>January 2018    Director, LOOK INCORPORATED (to present)</p> <p>January 2018    Director, A.P.C. JAPAN LTD. (to present)</p> <p>March 2018      Director, I.D. LOOK LTD. (to present)</p> <p>[Significant concurrent positions] Director, LOOK INCORPORATED Director, A.P.C. JAPAN LTD. Director, I.D. LOOK LTD. Director, LOOK (H.K.) LTD.</p>	6,275
<p>[Reason for nomination as a candidate for Director] Having engaged in the Sales department and Management Planning department, Mr. Masaaki Saito has extensive experience and achievements including the formulation of management strategies for the Group as Director and General Manager of Management Planning Department from 2017 and serving concurrently in important positions in other companies of the Group. The Company has continued to nominate him as a candidate for Director because it believes that he will continue to utilize his extensive experience and achievements in the overall management of the Group, and contribute to the sustainable growth and further enhancement of corporate value.</p>			
4	[New appointment]  Haruo Shibuya (December 18, 1964)	<p>March 1987      Joined the Company</p> <p>January 2012    General Manager of Operation Division 2</p> <p>January 2014    Operating Officer, General Manager of SCAPA Division</p> <p>January 2016    Operating Officer, General Manager of National Brand Division</p> <p>January 2017    Operating Officer, General Manager of Operation Division 1</p> <p>January 2018    Managing Director and General Manager of Operational Headquarters, LOOK INCORPORATED</p> <p>January 2019    President and Representative Director and General Manager of Operational Headquarters, LOOK INCORPORATED (to present)</p> <p>[Significant concurrent positions] President and Representative Director and General Manager of Operational Headquarters, LOOK INCORPORATED</p>	9,624
<p>[Reason for nomination as a candidate for Director] Having held important positions in the Sales department, Mr. Haruo Shibuya has extensive experience and achievements as Managing Director and General Manager of Operational Headquarters of LOOK INCORPORATED from January 2018 and the President and Representative Director and General Manager of Operational Headquarters of the same company from January 2019. The Company has nominated him as a candidate for Director because it believes that he will utilize his extensive experience and achievements in the overall management of the Group, and contribute to the sustainable growth and further enhancement of corporate value.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
5	[Reappointment] [External] [Independent]  Kazuhiko Fukuchi (January 6, 1954)	<p>April 1976      Joined Mitsui &amp; Co., Ltd.</p> <p>January 2003    General Manager of Materials Division, Goods Business Unit, Mitsui &amp; Co., Ltd.</p> <p>April 2005      Senior Vice President, Consumer Service Business Dept., New York Headquarters, Mitsui &amp; Co. (U.S.A.), Inc.</p> <p>April 2009      Managing Officer, Chief Operating Officer of Consumer Service Business Unit, Mitsui &amp; Co., Ltd.</p> <p>April 2011      Managing Officer, General Manager of Kyushu Office, Mitsui &amp; Co., Ltd.</p> <p>July 2013        Corporate Advisor, COACH A Co., Ltd.</p> <p>March 2014      Director, the Company (to present)</p>	0
<p>[Reason for nomination as a candidate for External Director] Having extensive international experience and broad knowledge and insight in general trading companies, Mr. Kazuhiko Fukuchi has utilized these in the overall management of the Company as External Director of the Company and has provided opinions and advice to enhance the adequacy and appropriateness of the decision making of the Company's Board of Directors. The Company has continued to nominate him as a candidate for External Director because it expects him to continue to utilize his knowledge and insight in the overall management of the Company and provide opinions and advice. The term of office of Mr. Kazuhiko Fukuchi as External Director of the Company will be five years at the conclusion of this General Meeting of Shareholders.</p>			
6	[Reappointment] [External] [Independent]  Kazunori Inoue (December 27, 1958)	<p>April 1983      Joined Itoman Corporation (currently NIPPON STEEL &amp; SUMIKIN BUSSAN CORPORATION)</p> <p>February 2005   Representative Director, Tokyo Blouse Inc.</p> <p>June 2005        Outside Director, Hotta Sangyo K.K. (currently Marusho hotta Co., Ltd.)</p> <p>August 2006     Representative Director, Alps Kawamura Co., Ltd.</p> <p>July 2007        Representative Director, TK Consulting Inc. (currently LEADERS, Inc.) (to present)</p> <p>November 2011   Director, Dateya Co., Ltd. (to present)</p> <p>April 2012        Professor, Bunka Fashion Graduate University, Bunka Gakuen (to present)</p> <p>March 2018      Director, the Company (to present)</p> <p>[Significant concurrent positions] Representative Director, LEADERS, Inc. Director, Dateya Co., Ltd. Professor, Bunka Fashion Graduate University, Bunka Gakuen</p>	0
<p>[Reason for nomination as a candidate for External Director] Having served for many years in the textile and apparel/fashion business, Mr. Kazunori Inoue has broad knowledge and insight. He has utilized these in the overall management of the Company as External Director of the Company and has provided opinions and advice to enhance the adequacy and appropriateness of the decision making of the Company's Board of Directors. The Company has continued to nominate him as a candidate for External Director because it expects him to continue to utilize his knowledge and insight in the overall management of the Company and provide opinions and advice. The term of office of Mr. Kazunori Inoue as External Director of the Company will be one year at the conclusion of this General Meeting of Shareholders.</p>			

- (Notes)
1. There is no special interest between each candidate for Director and the Company.
  2. The candidates for Director, Messrs. Kazuhiko Fukuchi and Kazunori Inoue, are candidates for External Director. The Company has designated them as Independent Directors as set forth by the Rule 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange, Inc. and notified the Exchange to that effect. If they are reelected as Director and assume their positions, they will continue to be Independent Directors.
  3. In accordance with Article 427, Paragraph 1 of the Companies Act and the Articles of Incorporation, the candidates for Director, Messrs. Kazuhiko Fukuchi and Kazunori Inoue, have entered into agreements with the Company under which their liability for damages stipulated in Article 423, Paragraph 1 of the Companies Act shall be limited to the minimum amount provided for in laws and regulations. If they are reelected as Director and assume their positions, the Company plans to continue the above-mentioned liability limitation agreements.
  4. The number of shares of the Company held includes those held in the name of the Board Members' Shareholding Association.



**Proposal 4:** Election of Four (4) Auditors

The terms of office of all three (3) Auditors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of four (4) Auditors is proposed, increasing the number of Auditor by one (1) to strengthen and enhance the auditing system.

The Board of Auditors has previously given its approval to this proposal.

The candidates for Auditor are as follows:

No.	Name	Current position at the Company	
1	Masatoshi Nagase	Standing Statutory Auditor	[Reappointment]
2	Masao Sato	General Manager assigned to Accounting & Finance Division	[New appointment]
3	Toru Sugita	Auditor	[Reappointment] [External] [Independent]
4	Nobuhisa Yamazaki		[New appointment] [External] [Independent]

[Reappointment]: Candidate for reappointment as Auditor

[New appointment]: Candidate for new Auditor

[External]: Candidate for External Auditor

[Independent]: Independent Auditor as provided for by stock exchanges, etc.

No.	Name (Date of birth)	Career summary, positions and significant concurrent positions	Number of shares of the Company held
1	[Reappointment]  Masatoshi Nagase (August 29, 1956)	<p>March 1980      Joined the Company</p> <p>March 2004      General Manager of Boutique Division</p> <p>January 2010     General Manager of Specialty Store Division</p> <p>April 2010      President and Representative Director, A.P.C. JAPAN LTD.</p> <p>January 2014     General Manager of Personnel &amp; General Affairs Division, the Company</p> <p>February 2016    Auditor, LOOK CHINA CO., LTD. (to present)</p> <p>March 2016      Standing Statutory Auditor, the Company (to present)</p> <p>March 2016      Auditor, A.P.C. JAPAN LTD. Auditor, LAISSE PASSE CO., LTD. Auditor, DENHAM JAPAN INC. Auditor, I.D. LOOK LTD. (to present) Auditor, I.D. JOY LTD. (to present)</p> <p>January 2018     Auditor, LOOK INCORPORATED (to present)</p> <p>[Significant concurrent positions] Auditor, LOOK INCORPORATED Auditor, I.D. LOOK LTD. Auditor, I.D. JOY LTD. Auditor, LOOK CHINA CO., LTD.</p>	9,699
<p>[Reason for nomination as a candidate for Auditor] Having served in important positions at the Company and the Group companies, Mr. Masatoshi Nagase is well versed in the business of the Group. He has performed appropriate supervision and auditing of the management of the Group, serving as Standing Statutory Auditor of the Company from 2016, as well as concurrently holding positions as Auditor for other Group companies. The Company has continued to nominate him as a candidate for Auditor because it expects him to continue to appropriately perform duties as Auditor.</p>			
2	[New appointment]  Masao Sato (May 27, 1958)	<p>March 1981      Joined the Company</p> <p>January 2005     Production Manager of Manufacturing Division</p> <p>January 2010     General Manager of Manufacturing Division</p> <p>February 2011    General Manager of Corporate Management Department, LOOK MODE INC.</p> <p>March 2013      President and Representative Director, L.LOGISTICS INC.</p> <p>January 2017     General Manager of Accounting &amp; Finance Division, the Company</p> <p>June 2018       General Manager assigned to Accounting &amp; Finance Division (to present)</p>	2,858
<p>[Reason for nomination as a candidate for Auditor] Having been in charge of the Accounting &amp; Finance department of the Company and the Group companies, Mr. Masao Sato has extensive experience and expertise related to financial affairs and accounting. The Company has nominated him as a candidate for Auditor because it expects him to utilize his extensive experience and expertise in the supervision and auditing of the management of the Group, and appropriately perform duties as Auditor.</p>			

No.	Name (Date of birth)	Career summary, positions and significant concurrent positions		Number of shares of the Company held
3	[Reappointment] [External] [Independent]  Toru Sugita (November 23, 1946)	July 1969 March 1998 January 2003 July 2005 March 2006	Joined Mitsubishi Corporation President, Mitsubishi Italia S.p.A COO, ESTNATION Co., Ltd. Representative, Sugita Office (to present) Auditor, the Company (to present)	0
[Significant concurrent positions] Representative, Sugita Office				
[Reason for nomination as candidate for External Auditor] Mr. Toru Sugita has extensive experience, broad insight and knowledge in the Trading and Textiles department, and has utilized them as External Auditor of the Company to perform appropriate supervision and auditing. The Company has continued to nominate him as a candidate for External Auditor because it expects him to continue to utilize these skills in the supervision and auditing of the management of the Group, and appropriately perform duties as External Auditor. The term of office of Mr. Toru Sugita as External Auditor of the Company will be 13 years at the conclusion of this General Meeting of Shareholders.				
4	[New appointment] [External] [Independent]  Nobuhisa Yamazaki (January 30, 1954)	April 1976 June 2003 October 2005 April 2006 July 2007 October 2008 April 2009 March 2014 June 2018	Joined Kyowa Hakko Kogyo Co., Ltd. (currently Kyowa Hakko Kirin Co., Ltd.) General Manager of Secretary Office, Kyowa Hakko Kogyo Co., Ltd. General Manager of General Affairs Department, Kyowa Hakko Kogyo Co., Ltd. General Manager of Procurement Department, Kyowa Hakko Kogyo Co., Ltd. General Manager of Pharmaceutical Planning Division and General Manager of Pharmaceutical Manufacturing Strategy Department, Kyowa Hakko Kogyo Co., Ltd. General Manager of Strategic Planning Department, Kyowa Hakko Kirin Co., Ltd. Executive Officer and General Manager of Legal Department, Kyowa Hakko Kirin Co., Ltd. Audit & Supervisory Board Member (full-time), Kyowa Hakko Kirin Co., Ltd. Corporate Auditor, TABIKOBO Co. Ltd. (to present)	0
[Significant concurrent positions] Corporate Auditor, TABIKOBO Co. Ltd.				
[Reason for nomination as a candidate for External Auditor] Having served in important positions at Kyowa Hakko Kirin Co., Ltd. including Executive Officer and General Manager of the Legal Department, and Audit & Supervisory Board Member, Mr. Nobuhisa Yamazaki has extensive experience and expert knowledge. The Company has nominated him as a candidate for External Auditor because it expects him to utilize his extensive experience and expert knowledge in the supervision and auditing of the management of the Group, and appropriately perform duties as External Auditor.				

- (Notes)
1. There is no special interest between each candidate for Auditor and the Company.
  2. The candidate for Auditor, Mr. Toru Sugita, is a candidate for External Auditor. The Company has designated him as an Independent Auditor as set forth by the Rule 436-2 of the Securities Listing Regulations of the Tokyo Stock Exchange, Inc. and notified the Exchange to that effect. If he is reelected as Auditor and assumes his position, he will continue to be an Independent Auditor.
  3. The candidate for Auditor, Mr. Nobuhisa Yamazaki, is a candidate for External Auditor. If he is elected as Auditor and assumes his position, he will continue to be an Independent Auditor as provided for by the Tokyo Stock Exchange, Inc.
  4. In accordance with Article 427, Paragraph 1 of the Companies Act and the Articles of Incorporation, the candidates for Auditor, Messrs. Masatoshi Nagase and Toru Sugita, have entered into agreements with the Company under which their liability for damages stipulated in Article 423, Paragraph 1 of the Companies Act shall be limited to the minimum amount provided for in laws and regulations. If they are reelected as Auditor and assume their positions, the Company plans to continue the above-mentioned liability limitation agreements.
  5. In accordance with Article 427, Paragraph 1 of the Companies Act and the Articles of Incorporation, if the candidates for Auditor, Messrs. Masao Sato and Nobuhisa Yamazaki, are elected as Auditor and assume their positions, the Company plans to enter into agreements with them under which their liability for damages stipulated in Article 423, Paragraph 1 of the Companies Act shall be limited to the minimum amount provided for in laws and regulations.

6. The candidate for Auditor, Mr. Masao Sato, will retire from his position as General Manager assigned to Accounting & Finance Division by the date of this General Meeting of Shareholders.
7. The number of shares of the Company held includes those held in the name of the Board Members' Shareholding Association.