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(Stock Exchange Code 8029)
March 8, 2022

To Shareholders with Voting Rights:

Kazuhiro Tada
President and Representative Director
LOOK HOLDINGS INCORPORATED
8-5-30 Akasaka, Minato-ku, Tokyo

**NOTICE OF
THE 60th ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

You are hereby notified of the 60th Ordinary General Meeting of Shareholders of LOOK HOLDINGS INCORPORATED (the “Company”). The meeting will be held for the purposes as described below.

As shareholders can exercise their voting rights by mail or via the Internet, etc., with regard to this meeting, from the perspective of preventing the spread of the novel coronavirus disease (COVID-19), we recommend that all shareholders refrain from attending the meeting in person as much as possible and instead exercise their voting rights in advance by mail or via the Internet, etc. 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 Tuesday, March 29, 2022.

- 1. Date and Time:** Wednesday, March 30, 2022 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 60th Fiscal Year (January 1, 2021 - December 31, 2021) 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 60th Fiscal Year (January 1, 2021 - December 31, 2021)
 - Proposals to be resolved:**
 - Proposal 1:** Appropriation of Surplus
 - Proposal 2:** Partial Amendments to the Articles of Incorporation
 - Proposal 3:** Election of Five (5) Directors
 - Proposal 4:** Revision of the Transfer Restriction Period in the Restricted Share Compensation Plan for Directors (excluding External Directors)

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 vote received via the Internet, etc. 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, “Systems for ensuring the appropriateness of business and the overview of the operating status of said systems” and “Basic policy on the control of the company” in the Business Report, “Notes to Consolidated Financial Statements” in the Consolidated Financial Statements, and “Notes to Non-consolidated Financial Statements” in the 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
40 yen per share of common stock of the Company
Total of 308,312,200 yen
- (3) Date the distribution of surplus comes into effect
March 31, 2022

Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reasons for amendments

The amended provisions stipulated in the proviso of Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) will be enforced on September 1, 2022. Accordingly, in order to prepare for the introduction of the system for electronic provision of materials for general meetings of shareholders, the Articles of Incorporation of the Company shall be amended as follows.

- (1) The proposed Article 15, Paragraph 1 provides that information contained in the reference documents for the general meeting of shareholders, etc. shall be provided electronically.
- (2) The purpose of the proposed Article 15, Paragraph 2 is to establish a provision to limit the scope of matters to be included in the paper copy to be sent to shareholders who have requested it.
- (3) The provisions related to the internet disclosure and deemed provision of the reference documents for the general meeting of shareholders, etc. (Article 15 of the current Articles of Incorporation) will become unnecessary and will therefore be deleted.
- (4) In line with the above establishment and deletion of the provisions, supplementary provisions related to the effective date, etc. shall be established.

2. Details of amendments

The details of the amendments are as follows:

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p><u>(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u> <u>Article 15</u> <u>The Company may, when convening a general meeting of shareholders, deem that it has provided information to shareholders pertaining to matters to be described or indicated in the reference documents for the general meeting of shareholders, business report, non-consolidated financial statements, and consolidated financial statements, by disclosing such information through the Internet in accordance with the provisions provided in the Ordinance of the Ministry of Justice.</u> (Newly established)</p> <p style="text-align: center;">(Newly established)</p>	<p style="text-align: center;">(Deleted)</p> <p><u>(Measures for Electronic Provision, Etc.)</u> <u>Article 15</u> <u>1. The Company shall, when convening a general meeting of shareholders, provide information contained in the reference documents for the general meeting of shareholders, etc. electronically.</u> <u>2. Among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for voting rights.</u> <u>(Supplementary Provisions)</u> <u>1. The deletion of Article 15 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the current Articles of Incorporation and the establishment of the proposed Article 15 (Measures for Electronic Provision, Etc.) shall come into effect on September 1, 2022.</u></p>

Current Articles of Incorporation	Proposed Amendments
	<p data-bbox="837 212 1452 369">2. <u>Notwithstanding the provisions of the preceding paragraph, Article 15 of the current Articles of Incorporation shall remain in force with respect to a general meeting of shareholders to be held before February 28, 2023.</u></p> <p data-bbox="837 369 1452 510">3. <u>These supplementary provisions shall be deleted on March 1, 2023 or on the date three months from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.</u></p>

Proposal 3: Election of Five (5) Directors

The terms of office of all five (5) Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of five (5) Directors is proposed.

The candidates for Director are as follows:

No.	Name	Current positions and responsibilities at the Company		Attendance at the Board of Directors meetings
1	Kazuhiro Tada	President and Representative Director	[Reappointment]	100% (13 out of 13)
2	Haruo Shibuya	Managing Director	[Reappointment]	100% (13 out of 13)
3	Masaaki Saito	Director and Senior Operating Officer in charge of Accounting & Finance, General Manager of Accounting & Finance Division	[Reappointment]	100% (13 out of 13)
4	Kazunori Inoue	Director	[Reappointment] [External] [Independent]	100% (13 out of 13)
5	Ayako Akiba		[New appointment] [External] [Independent]	

(Reference) Knowledge and insight expected of candidates for Director

No.	Name of Candidates for Director	Independence	Company management/ Corporate strategy	Internationality/ Overseas business	Brand business/ Marketing	Finance/ Accounting	Governance/ Risk management	Sustainability/ Diversity
1	Kazuhiro Tada		○	○	○		○	○
2	Haruo Shibuya		○	○	○		○	
3	Masaaki Saito		○	○		○	○	
4	Kazunori Inoue	○	○		○		○	
5	Ayako Akiba	○						○

* The items listed above do not represent all of the knowledge and insight possessed by Directors.

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>March 2019 Director, LOOK (H.K.) LTD. (to present)</p> <p>July 2019 Representative Director, Bisonte Italia Holding S.r.l. (to present)</p> <p>July 2019 Director, Il Bisonte S.p.A. (to present)</p> <p>[Significant concurrent positions] Director, I.D. LOOK LTD. Director, LOOK (H.K.) LTD. Representative Director, Bisonte Italia Holding S.r.l. Director, Il Bisonte S.p.A.</p>	58,253
<p>[Reason for nomination as a candidate for Director] 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] Haruo Shibuya (December 18, 1964)	<p>March 1987 Joined the Company</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</p> <p>March 2019 Director, the Company</p> <p>January 2020 Managing Director, the Company (to present)</p> <p>January 2020 President and Representative Director, FFI INC.</p> <p>March 2020 Director, LOOK CHINA CO., LTD. (to present)</p> <p>March 2020 Director, I.D. LOOK LTD. (to present)</p> <p>March 2020 Director, Il Bisonte S.p.A. (to present)</p> <p>[Significant concurrent positions] Director, I.D. LOOK LTD. Director, LOOK CHINA CO., LTD. Director, Il Bisonte S.p.A.</p>	20,507
<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 continued to nominate 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
3	<p>[Reappointment]</p> <p>Masaaki Saito (April 3, 1969)</p>	<p>March 1992 Joined 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, 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>March 2019 Managing Director, LOOK (H.K.) LTD. (to present)</p> <p>March 2019 Director, LOOK CHINA CO., LTD. (to present)</p> <p>July 2019 Chairman, Il Bisonte S.p.A. (to present)</p> <p>January 2020 Director and Senior Operating Officer in charge of Accounting & Finance, the Company</p> <p>January 2022 Director and Senior Operating Officer in charge of Accounting & Finance, General Manager of Accounting & Finance Division, the Company (to present)</p> <p>January 2022 Director, LOOK MODE INC. (to present)</p> <p>January 2022 Director, L.LOGISTICS INC. (to present)</p> <p>January 2022 Director, FFI INC. (to present)</p> <p>[Significant concurrent positions]</p> <p>Director, LOOK INCORPORATED</p> <p>Director, A.P.C. JAPAN LTD.</p> <p>Director, LOOK MODE INC.</p> <p>Director, L.LOGISTICS INC.</p> <p>Director, FFI INC.</p> <p>Director, I.D. LOOK LTD.</p> <p>Managing Director, LOOK (H.K.) LTD.</p> <p>Director, LOOK CHINA CO., LTD.</p> <p>Chairman, Il Bisonte S.p.A.</p>	13,528
<p>[Reason for nomination as a candidate for Director]</p> <p>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, serving concurrently in important positions in other companies of the Group, and taking care of Accounting & Finance from 2020. The Company has continued to nominate him as a candidate for Director because it believes that he will continue to utilize his 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
4	[Reappointment] [External] [Independent] Kazunori Inoue (December 27, 1958)	<p>April 1983 Joined Itoman Corporation (currently MN Inter-Fashion Ltd.)</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 and outline of expected roles] 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 from the independent position 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 utilize his knowledge and insight in the overall management of the Company and provide supervision, opinions and advice from the independent position. The term of office of Mr. Kazunori Inoue as External Director of the Company will be four years at the conclusion of this General Meeting of Shareholders. If he is reappointed and assumes office, he will continue to be involved in procedures related to the nomination and compensation of Directors as a member of the Nomination and Compensation Committee.</p>			
5	[New appointment] [External] [Independent] Ayako Akiba (May 31, 1988)	<p>March 2016 Obtained a medical license</p> <p>April 2016 Tokyo Saiseikai Central Hospital, Tokyo Saiseikai, Social Welfare Organization Saiseikai Imperial Gift Foundation, Inc.</p> <p>April 2018 Division of Orthopedic Surgery, Keio University Hospital</p> <p>April 2019 Department of Orthopedics, Kawasaki Municipal Ida Hospital</p> <p>April 2020 Department of Orthopedics, International University of Health and Welfare, Mita Hospital</p> <p>February 2021 Division of Orthopedic Surgery, National Center for Child Health and Development (to present)</p>	0
<p>[Reason for nomination as a candidate for External Director and outline of expected roles, etc.] Ms. Ayako Akiba has deep knowledge and global awareness as a doctor. It is important to bring a woman's perspective to management strategies because most of our customers are women. The Company has nominated her as a candidate for External Director because it expects her to provide opinions and advice from a new perspective that is different from perspectives of other Directors who have deep knowledge of our business and industry.</p>			

- (Notes)
1. There is no special interest between each candidate for Director and the Company.
 2. The candidate for Director, Mr. Kazunori Inoue, is a candidate for External Director. The Company has designated him as an Independent Director 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 Director and assumes his position, he will continue to be an Independent Director.
 3. In accordance with Article 427, Paragraph 1 of the Companies Act and the Articles of Incorporation, the candidate for Director, Mr. Kazunori Inoue, has entered into an agreement with the Company under which his 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 he is reelected as Director and assumes his position, the Company plans to continue the above-mentioned liability limitation agreement.
 4. The candidate for Director, Ms. Ayako Akiba, is a candidate for External Director. If she is elected as Director and assumes her position, she will be an Independent Director as provided for by the Tokyo Stock Exchange, Inc.
 5. In accordance with Article 427, Paragraph 1 of the Companies Act and the Articles of Incorporation, if the candidate for Director, Ms. Ayako Akiba, is elected as Director and assumes her position, the Company plans to enter into an agreement with her under which her 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 number of shares of the Company held includes those held in the name of the Board Members' Shareholding

Association.

7. The Company has entered into a Directors and Officers liability insurance contract provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. If insured Directors are held liable for execution of their duties or receive a claim regarding the pursuance of their liability, the damage that may arise will be covered by the contract. If each candidate is appointed as a Director, they will be insured by the said insurance contract, and the Company plans to renew the said insurance contract at the time of next renewal during their terms of office.

Proposal 4: Revision of the Transfer Restriction Period in the Restricted Share Compensation Plan for Directors (excluding External Directors)

This proposal requests approval for changes to the transfer restriction period in the restricted share compensation plan (hereinafter, “the Plan”) relating to Directors excluding External Directors (hereinafter, “Eligible Directors”).

At the 56th Ordinary General Meeting of Shareholders held on March 29, 2018, the Company received approval for Proposal 5: Determination of Compensation to Provide Restricted Shares to Directors (Excluding External Directors) and Revision of the Amount of Compensation for Directors.” At that time, the transfer restriction period was approved as “a period predetermined by the Board of Directors of the Company from three years from the date of allotment to within six years of the date of allotment in accordance with the restricted share allotment agreement (hereinafter, “the Allotment Agreement”) entered into between the Company and Eligible Directors.”

Now, with the aim of further increasing the incentive to continuously enhance the corporate value of the Company and ensuring that Eligible Directors share value with shareholders for as long as possible by having Eligible Directors retain their shares until their retirement from certain positions, the Company proposes that the transfer restriction period be revised to “the period from the date of allotment under the Allotment Agreement to the date that an Eligible Director retires from their position as Director, Operating Officer not concurrently serving as Director, Auditor, employee, advisor, counsellor, or other equivalent position in the Company or its subsidiaries.” In addition, in accordance with the change to the transfer restriction period, necessary amendments will be made to the removal of transfer restrictions and the treatment of those restrictions at the time of retirement.

At the same time, subject to the consent of Eligible Directors who hold restricted shares that have been granted prior to the revision of the Plan, the transfer restriction period on said granted shares shall be similarly amended.

If this proposal is approved, there will be no change to the limit of compensation for granting restricted shares, the total number of shares of common stock of the Company issued or disposed of for Eligible Directors, or the approach to the amount to be paid per share when granting restricted shares. Persons to whom this proposal shall apply are Directors excluding External Directors (includes persons holding restricted shares that were already granted prior to the revision of the Plan). The current number of Directors excluding External Directors is three, and if Proposal 3 is approved as originally proposed, the number of Directors excluding External Directors shall remain at three. In addition, the number of Eligible Directors who hold restricted shares granted prior to the revision of the Plan is three.

The Board of Directors has established a policy for determining compensation for Directors, and an overview of this policy is described in page 30 of the Business Report. The granting of restricted shares based on this proposal is in accordance with said policy. In addition, this proposal does not change the existing maximum number of restricted shares or the total amount of monetary compensation receivables, and is therefore deemed appropriate.

If this proposal is approved as originally proposed, the overview of the restricted share compensation plan of the Company shall be as follows.

(1) Allotment and payment of restricted shares

Eligible Directors shall make in-kind contribution of all monetary compensation receivables paid by the Company, and shall receive the common stock of the Company to be issued or disposed of.

(2) Total amount of monetary compensation receivables and maximum number of shares to be issued or disposed of

The total amount of monetary compensation receivables to be paid to Eligible Directors shall be a maximum of 60 million yen per annum, and the total number of shares of common stock to be newly issued or disposed of shall be a maximum of 36,000 shares per annum (however, in the event that the Company’s common stock is subject to a stock split (including the gratis allotment of the Company’s common stock) or reverse stock split, the total number of said shares may be adjusted within a reasonable extent in accordance with the stock split ratio or the reverse stock split ratio).

The payment amount per share of the common stock of the Company to be newly issued or disposed of for Eligible Directors based on the Plan shall be determined by the Board of Directors within a range that is not especially advantageous to Eligible Directors, based on the closing price of the common stock of the Company on the Tokyo Stock Exchange on the business day preceding each date of resolution by the Board of Directors’ meeting that determines the matters to be offered for said common stock (if no transactions are concluded on that day, the closing price on the immediately preceding transaction date).

(3) Transfer restriction period

The transfer restriction period refers to the period from the date of allotment stipulated in the Allotment Agreement until the date that an Eligible Director retires from their position as Director, Operating Officer not concurrently serving as Director, Auditor, employee, advisor, counsellor, or other equivalent position in the Company or its subsidiaries.

(4) Removal of the transfer restrictions

The Company shall remove transfer restrictions on all restricted shares granted to Eligible Directors (hereinafter, "the Allotted Shares") upon the expiration of the transfer restriction period provided that: (i) during the transfer restriction period, the Eligible Director was in a position as Director, Operating Officer not concurrently serving as Director, Auditor, employee, advisor, counsellor, or other equivalent position in the Company or its subsidiaries; and (ii) the Eligible Director retired from their position as Director, Operating Officer not concurrently serving as Director, Auditor, employee, advisor, counsellor, or other equivalent position in the Company or its subsidiaries due to expiration of term of office, death, or other reason deemed justifiable by the Board of Directors of the Company. However, the number of Allotted Shares for which transfer restrictions are to be removed shall be reasonably adjusted as necessary in accordance with the timing of the expiration of the transfer restriction period.

(5) Treatment at the time of retirement

The Company shall acquire as a matter of course without consideration all Allotted Shares whose transfer restrictions have not been removed as stipulated in (4) above, upon the expiration of the transfer restriction period.

(6) Treatment in the event of restructuring, etc.

Notwithstanding the provisions in (1) above, in the event that, during the transfer restriction period, the Company's General Meeting of Shareholders approves a merger agreement whereby the Company becomes the non-surviving company, a share exchange agreement or share transfer plan whereby the Company becomes a wholly owned subsidiary, or any other matters pertaining to restructuring, etc. (however, in the event that the approval of the General Meeting of Shareholders of the Company is not required for said restructuring, etc., approval by the Board of Directors of the Company), the transfer restrictions on the number of Allotted Shares reasonably determined based on the period from the start of the transfer restriction period to the date of approval of said restructuring, etc. shall be removed prior to the effective date of said restructuring, etc. In addition, in the event of the above, the Company shall acquire as a matter of course without consideration any Allotted Shares whose transfer restrictions have not been removed, immediately following the removal of the transfer restrictions.

(7) Other matters stipulated by the Board of Directors

In addition to the above, the allotment agreement shall include the method of indicating and notifying the intent of the allotment agreement, the method of revising the allotment agreement, and other matters stipulated by the Board of Directors.