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(Stock Exchange Code 8029)

March 6, 2024

(Materials provided electronically from March 5, 2024)

**To Shareholders with Voting Rights:**

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

**NOTICE OF  
THE 62nd 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 62nd Ordinary General Meeting of Shareholders of LOOK HOLDINGS INCORPORATED (the “Company”). The meeting will be held for the purposes described below.

For this General Meeting of Shareholders, we have taken measures for the electronic provision of the information contained in the Reference Documents for the General Meeting of Shareholders, etc. (items to be provided electronically). This information has been posted as “NOTICE OF THE 62nd ORDINARY GENERAL MEETING OF SHAREHOLDERS” on the Company’s Internet website. Please access the website shown below to view the information.

The Company’s website: <https://www.look-holdings.jp/irinfo/kabushiki/meeting/> (in Japanese)

The items to be provided electronically are also posted on the website of the Tokyo Stock Exchange. Please access the website below (Tokyo Stock Exchange Listed Company Search), search by entering the issue name (company name) or the stock exchange code “8029,” and select “Basic information” then “Documents for public inspection / PR information” to view the information.

Tokyo Stock Exchange website (Listed Company Search):

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

If you are not attending the meeting, you can exercise your voting rights by mail or via the internet, etc. Please review this notice and the Reference Documents for the General Meeting of Shareholders, posted among the items to be provided electronically, and exercise your voting rights no later than 5:00 p.m. (Japan time) on Wednesday, March 27, 2024.

- 1. Date and Time:** Thursday, March 28, 2024 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 62nd Fiscal Year (January 1, 2023 - December 31, 2023) 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 62nd Fiscal Year (January 1, 2023 - December 31, 2023)
- Proposals to be resolved:**
- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Five (5) Directors
- Proposal 3:** Election of One (1) Substitute Auditor
- 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.
- ⊙ At this General Meeting of Shareholders, a document stating the items to be provided electronically will be sent without exception, regardless of whether or not a shareholder requests a paper copy. The following items are not included in this paper copy, in accordance with provisions of laws and regulations as well as Article 15 of the Company's Articles of Incorporation. This paper copy therefore forms a part of the documents audited by the Auditors and the Accounting Auditor when preparing their respective audit reports.
- Systems for ensuring the appropriateness of business and the overview of the operating status of said systems
  - Basic policy on the control of the company
  - Notes to Consolidated Financial Statements
  - Notes to Non-consolidated Financial Statements
- ⊙ Information contained in the Reference Documents for the General Meeting of Shareholders, including the items above, is posted on the websites shown on the previous page.
- ⊙ Should the items provided electronically require revisions, the revised versions will be shown on each website on which the items are posted.

# 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.

In commemoration of the achievement of the targets of the medium-term business plan, and in appreciation of the continuous support of shareholders, the Company proposes that, by adding a commemorative dividend, the year-end dividend 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  
80 yen per share of common stock of the Company (including an ordinary dividend of 70 yen and a commemorative dividend of 10 yen)  
Total of 619,490,400 yen

(3) Date the distribution of surplus comes into effect  
March 29, 2024

**Proposal 2: 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	[Reappointment]	100% (13 out of 13)
4	Kazunori Inoue	Director	[Reappointment] [External] [Independent]	100% (13 out of 13)
5	Ayako Akiba	Director	[Reappointment] [External] [Independent]	100% (13 out of 13)

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 INC.)</p> <p>March 2019      Director, LOOK (H.K.) LTD.</p> <p>July 2019        Representative Director, Bisonte Italia Holding S.r.l.</p> <p>July 2019        Director, Il Bisonte S.p.A. (to present)</p> <p>[Significant concurrent positions] Director, I.D. LOOK LTD. Director, Il Bisonte S.p.A.</p>	78,113
<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 in 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 the 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 INC.</p> <p>January 2019      President and Representative Director and General Manager of Operational Headquarters, LOOK INC.</p> <p>March 2019      Director, the Company</p> <p>January 2020      Managing Director, the Company (to present)</p> <p>March 2020      Director, LOOK CHINA CO., LTD.</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, Il Bisonte S.p.A.</p>	30,661
<p>[Reason for nomination as a candidate for Director]</p> <p>Having held important positions in sales departments, Mr. Haruo Shibuya has extensive experience and achievements as Managing Director and General Manager of Operational Headquarters of LOOK INC. 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 INC. (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.</p> <p>March 2019      Director, LOOK CHINA CO., LTD.</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 &amp; Finance, the Company</p> <p>January 2022      Director and Senior Operating Officer in charge of Accounting &amp; Finance, General Manager of Accounting &amp; Finance Division, the Company</p> <p>January 2022      Director, LOOK MODE INC. (to present)</p> <p>January 2022      Director, L. LOGISTICS INC. (to present)</p> <p>January 2023      Director and Senior Operating Officer in charge of Accounting &amp; Finance, the Company (to present)</p> <p>[Significant concurrent positions] Director, LOOK INC. Director, A.P.C. Japan Ltd. Director, LOOK MODE INC. Director, L. LOGISTICS INC. Director, I.D. LOOK LTD. Chairman, Il Bisonte S.p.A.</p>	18,631
<p>[Reason for nomination as a candidate for Director]</p> <p>Having engaged in sales departments and the 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 &amp; 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.) February 2005      Representative Director, Tokyo Blouse Inc. June 2005      Outside Director, Hotta Sangyo K.K. (currently Marusho hotta Co., Ltd.) August 2006      Representative Director, Alps Kawamura Co., Ltd. July 2007      Representative Director, TK Consulting Inc. (currently LEADERS, Inc.) (to present) November 2011      Director, Dateya Co., Ltd. (to present) April 2012      Professor, Bunka Fashion Graduate University, Bunka Gakuen March 2018      Director, the Company (to present)</p> <p>[Significant concurrent positions] Representative Director, LEADERS, Inc. Director, Dateya Co., Ltd.</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 six 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	[Reappointment] [External] [Independent]  Ayako Akiba (May 31, 1988)	<p>March 2016      Obtained a medical license April 2016      Tokyo Saiseikai Central Hospital, Tokyo Saiseikai, Social Welfare Organization Saiseikai Imperial Gift Foundation, Inc. April 2018      Division of Orthopedic Surgery, Keio University Hospital April 2019      Department of Orthopedics, Kawasaki Municipal Ida Hospital April 2020      Department of Orthopedics, International University of Health and Welfare, Mita Hospital February 2021      Division of Orthopaedic Surgery, National Center for Child Health and Development March 2022      Director, the Company (to present) April 2022      Division of Orthopedic Surgery, Keio University Hospital (to present) April 2022      Doctoral Course, Keio University School of Medicine (to present)</p> <p>[Significant concurrent positions] Doctor, Division of Orthopedic Surgery, Keio University Hospital</p>	0
<p>[Reason for nomination as a candidate for External Director and outline of expected roles, etc.] Ms. Ayako Akiba has deep knowledge as a working woman. It is important to bring a woman's perspective to management strategies because most of our customers are women. The Company has continued to nominate 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. The term of office of Ms. Ayako Akiba as External Director of the Company will be two years at the conclusion of this General Meeting of Shareholders. If she is reappointed and assumes office, she 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>			

- (Notes)
1. There is no special interest between each candidate for Director and the Company.
  2. Two candidates for Director, Mr. Kazunori Inoue and Ms. Ayako Akiba, are candidates for External Director. The Company has designated them as Independent Directors as set forth by 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 that position, 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, Mr. Kazunori Inoue and Ms. Ayako Akiba, 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 this position, 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.
5. 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.



(Reference) Skills matrix of candidates for Director

The skills matrix of candidates for Director is shown below.

Name	Positions and responsibilities	Company management/ Corporate strategy	Internationality/ Overseas business	Brand business/ Marketing	Finance/ Accounting	IT/ Digital	Governance/ Risk management	Sustainability/ Diversity
Kazuhiro Tada	President and Representative Director	○	○	○	○		○	○
Haruo Shibuya	Managing Director	○	○	○		○	○	○
Masaaki Saito	Director and Senior Operating Officer in charge of Accounting & Finance	○	○		○	○	○	
Kazunori Inoue	External Director	○		○			○	
Ayako Akiba	External Director			○				○

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

**Proposal 3: Election of One (1) Substitute Auditor**

The effective term of the election of Mr. Yoshihide Hino, who was elected as Substitute Auditor at the 58th Ordinary General Meeting of Shareholders held on March 27, 2020, shall expire at the beginning of this General Meeting of Shareholders. Therefore, the election of one (1) Substitute Auditor is proposed in preparation for the case in which the number of Auditors falls below the number required by laws and regulations.

The effectiveness of the election under this proposal may only be nullified before his assumption of office, with the approval of the Board of Auditors and by a resolution of the Board of Directors.

In addition, the Board of Auditors has previously given its approval to this proposal.

The candidate for Substitute Auditor is as follows:

Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
Yoshihide Hino (August 2, 1962)	<p>April 1990 Registered as attorney (Daini Tokyo Bar Association) Joined Sakano, Seo &amp; Hashimoto Law Office (currently Tokyo Hatchobori Law Office)</p> <p>April 2000 Partner, Tokyo Hatchobori Law Office (to present)</p> <p>September 2000 Committee Member, Committee for Housing Dispute Settlement Agency, Daini Tokyo Bar Association (to present)</p> <p>October 2013 Part-time Judge (Civil Conciliator), Tokyo District Court</p> <p>April 2016 Commissioner, Tokyo Summary Court (to present)</p> <p>April 2017 Chairperson, Administration Committee, Committee for Housing Dispute Settlement Agency, Daini Tokyo Bar Association</p> <p>January 2020 Civil Rights Commissioner, the Ministry of Justice (to present)</p> <p>June 2020 Audit &amp; Supervisory Board Member (Outside), NIPPON PISTON RING CO., LTD.</p> <p>June 2021 Outside Director who is an Audit &amp; Supervisory Committee Member, NIPPON PISTON RING CO., LTD.</p> <p>June 2021 Chairperson, Review Committee, Housing Dispute Resolution Body, Japan Federation of Bar Associations</p> <p>November 2022 Special Committee Member, Central Construction Work Disputes Committee, Ministry of Land, Infrastructure, Transport and Tourism (to present)</p> <p>[Significant concurrent positions] Partner, Tokyo Hatchobori Law Office</p>	200
<p>[Reason for nomination as a candidate for Substitute Auditor, etc.] Mr. Yoshihide Hino is an attorney with extensive knowledge and deep insight and expertise gained from many years of professional experience. The Company has continued to nominate him as a candidate for Substitute Auditor because it expects him to appropriately perform duties as External Auditor from a standpoint independent of the Group's management as a legal specialist.</p>		

- (Notes)
1. There is no special interest between the candidate for Substitute Auditor, Mr. Yoshihide Hino, and the Company.
  2. The candidate for Substitute Auditor, Mr. Yoshihide Hino, is a candidate for External Auditor.
  3. If the election of the candidate for Substitute Auditor, Mr. Yoshihide Hino is approved, and he assumes his position, he will 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, if the election of the candidate for Substitute Auditor, Mr. Yoshihide Hino is approved, and he assumes his position, the Company plans to enter into an agreement with him 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.
  5. 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 Auditors 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 the election of the candidate for Substitute Auditor, Mr. Yoshihide Hino is approved, and he assumes his position, he will be insured by the said insurance contract.