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Securities Code: 7455  
June 8, 2015

To Our Shareholders:

Hiroshi Tane  
President and Representative Director  
**PARIS MIKI HOLDINGS Inc.**  
Head Office: 1-7-7 Ginza, Chuo-ku, Tokyo  
Headquarters: 4-1-8 Konan, Minato-ku, Tokyo

## Notice of the 67th Ordinary General Meeting of Shareholders

You are cordially invited to attend the 67th Ordinary General Meeting of Shareholders of PARIS MIKI HOLDINGS Inc. (hereinafter referred to as the “Company”), which will be held on Tuesday, June 23, 2015, as described hereunder.

**If you are unable to attend the meeting in person, you may exercise your voting rights by either of the below methods. Please exercise your voting rights by 6:30 p.m. on Monday, June 22, 2015 after reviewing the attached Reference Documents for the General Meeting of Shareholders.**

**To exercise your voting rights by postal mail:**

Please indicate your approval or disapproval for each proposal on the enclosed voting form and return it by postal mail to reach us by the above deadline.

**To exercise your voting rights via the Internet:**

Please access the voting website designated by us (<http://www.it-soukai.com/>) with the voting code and password provided on the enclosed voting form, follow the instructions on the screen and enter your approval or disapproval for each proposal by the above deadline.

Please review the “Guide for Exercising Voting Rights via the Internet” to exercise your voting rights via the Internet.

### Details

**1. Date and Time:**

Tuesday, June 23, 2015 at 10:00 a.m.

(The reception of the attendees to the meeting at the reception desk shall start at 9:30 a.m.)

**2. Place:**

Banquet Hall “JOUR” (Main Building 1st Floor), Happa-en

1-1-1 Shirokane-Dai, Minato-ku, Tokyo

### 3. Objectives of the Meeting

#### Matters to be reported:

- a. Business Report and Consolidated Financial Statements, as well as the audit reports of the Accounting Auditor and the Audit & Supervisory Board for Consolidated Financial Statements, for the 67th fiscal term (from April 1, 2014 to March 31, 2015)
- b. Non-consolidated Financial Statements for the 67th fiscal term (from April 1, 2014 to March 31, 2015)

#### Matters to be resolved:

- Proposal 1:** Partial Changes to Articles of Incorporation  
**Proposal 2:** Election of Eight (8) Directors  
**Proposal 3:** Election of Three (3) Audit & Supervisory Board Members  
**Proposal 4:** Payment of Retirement Benefits to Retiring Directors and a Retiring Audit & Supervisory Board Member

### 4. Notice Regarding Exercise of Voting Rights

- a. If you do not indicate your approval or disapproval, or abstention of each proposal on the voting form, we will assume that you have voted in favor of the proposal.
- b. If you exercise your voting rights more than once via the Internet, the last exercise shall be deemed valid.
- c. If you exercise your voting rights both by voting form and via the Internet, the vote via the Internet shall be deemed valid.
- d. If you are a shareholder who has opted to receive convocation notices by electromagnetic means but you wish to receive the voting form, please contact the Securities Agent Department of Mizuho Trust & Banking Co., Ltd.
- e. If you exercise your voting rights by proxy, you may designate one other shareholder holding voting rights of the Company to attend the meeting. Please note, however, that it is necessary to submit a document proving the authority of proxy.

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#### Notes:

- \* You are kindly requested to present the enclosed voting form to the receptionist when you attend the meeting in person. You are also requested to bring this convocation notice to the meeting.
- \* Of the documents required to be provided with this convocation notice, the “Notes to the Consolidated Financial Statements” and the “Notes to the Non-consolidated Financial Statements” are posted via the Internet on the Company’s website (<http://www.paris-miki.com/>) pursuant to the provisions of laws and regulations and Article 14 of the Company’s Articles of Incorporation. Accordingly, these items are omitted from the documents herein attached.
- \* If any changes have been made to the Reference Documents for the General Meeting of Shareholders, Business Report, Non-consolidated Financial Statements or Consolidated Financial Statements, such changes will be posted via the Internet on the Company’s website (<http://www.paris-miki.com/>).
- \* Following the conclusion of the meeting, we ask that you stay and attend a “Meet the Shareholders” event, which will be held at the same place. In addition, we will set up an exhibition and communication space at the venue to give shareholders a better understanding of the PARIS MIKI Group’s products and business activities. We would be grateful if you would visit the exhibition.

## Reference Documents for the General Meeting of Shareholders

### Proposals and Reference Matters

#### Proposal 1: Partial Changes to Articles of Incorporation

##### 1. Reason for Changes

In association with the enforcement of the “Act for Partial Amendment of the Companies Act” (Act No. 90 of 2014) on May 1, 2015, the conclusion of agreements limiting liability with directors who are not executive directors, etc. and audit & supervisory board members who are not outside audit & supervisory board members has been newly allowed. Accordingly, the Company proposes to make partial changes to Paragraph 2, Article 27, and Paragraph 2, Article 36 of the present Articles of Incorporation so that these directors and audit & supervisory board members are able to fully perform the duties expected of them.

Note that consent has been obtained from each audit & supervisory board member for the changes to Paragraph 2, Article 27 of the Articles of Incorporation.

##### 2. Description of Changes

Description of changes is as follows:

(Changes are underlined.)

Present articles	Proposed articles
<p>(Exemption of Directors Liabilities)</p> <p>Article 27. (Omitted)</p> <p>② Pursuant to the provisions of Paragraph 1, Article 427 of the Companies Act, the Company may enter into an agreement with its <u>outside directors</u> to limit their liabilities under Paragraph 1, Article 423 of the Companies Act, provided that the limitation of liabilities thereunder shall be the higher of a predetermined amount no less than a million (1,000,000) yen, or the amount stipulated by laws and regulations.</p>	<p>(Exemption of Directors Liabilities)</p> <p>Article 27. (Not changed)</p> <p>② Pursuant to the provisions of Paragraph 1, Article 427 of the Companies Act, the Company may enter into an agreement with its <u>directors</u> <u>(excluding executive directors, etc.)</u> to limit their liabilities under Paragraph 1, Article 423 of the Companies Act, provided that the limitation of liabilities thereunder shall be the higher of a predetermined amount no less than a million (1,000,000) yen, or the amount stipulated by laws and regulations.</p>
<p>(Exemption of Audit &amp; Supervisory Board Members Liabilities)</p> <p>Article 36. (Omitted)</p> <p>② Pursuant to the provisions of Paragraph 1, Article 427 of the Companies Act, the Company may enter into an agreement with its <u>outside audit &amp; supervisory board members</u> to limit their liabilities under Paragraph 1, Article 423 of the Companies Act, provided that the limitation of liabilities thereunder shall be the higher of a predetermined amount no less than a million (1,000,000) yen or the amount stipulated by laws and regulations.</p>	<p>(Exemption of Audit &amp; Supervisory Board Members Liabilities)</p> <p>Article 36. (Not changed)</p> <p>② Pursuant to the provisions of Paragraph 1, Article 427 of the Companies Act, the Company may enter into an agreement with its <u>audit &amp; supervisory board members</u> to limit their liabilities under Paragraph 1, Article 423 1 of the Companies Act, provided that the limitation of liabilities thereunder shall be the higher of a predetermined amount no less than a million (1,000,000) yen or the amount stipulated by laws and regulations.</p>

**Proposal 2: Election of Eight (8) Directors**

The term of office of all ten (10) directors will expire at the conclusion of this General Meeting of Shareholders.

Aiming for the decision making by the Board of Directors to be carried out more expeditiously, the Company has reduced the number of directors by two (2) persons and proposes the election of eight (8) directors.

Candidates for director are as follows.

Candidate No.	Name (Date of birth)	Career summary, position, business in charge and important concurrent posts		Number of the Company's shares held
1	Hiroshi Tane (January 23, 1931)	January 1950	Joined Miki Tokeiten Inc.	1,225,332 shares
		October 1975	President, PARIS MIKI INTERNATIONAL GmbH (to the present)	
		January 2003	Representative Director, Chairman, PARIS MIKI Inc.	
			Representative Director, Lunettes Inc. (to the present)	
		June 2003	Representative Director, Chairman, and President, PARIS MIKI Inc.	
		December 2003	President and Representative Director, PARIS MIKI Inc.	
		October 2005	Representative Director, Chairman, PARIS MIKI Inc.	
		April 2007	Deputy Chairperson of the Board of Director, Neurocreative Laboratory, NPO (to the present)	
		June 2007	President and Representative Director, PARIS MIKI Inc.* (to the present)	
		February 2009	Chairperson of the Board of Director, Igyoshu Koryu Otomeno Kai, NPO (to the present)	

Candidate No.	Name (Date of birth)	Career summary, position, business in charge and important concurrent posts	Number of the Company's shares held
2	Mikio Tane (November 9, 1959)	<p>April 1984 Joined MIKI OPTICAL Inc.</p> <p>August 1986 Director, MIKI OPTICAL Inc.</p> <p>March 1988 Senior Executive Director, PARIS MIKI Inc.</p> <p>June 1988 President and Representative Director, PARIS MIKI Inc.</p> <p>February 1989 Representative Director, Lunettes Inc.</p> <p>May 1994 Representative Director, Executive Vice President, PARIS MIKI Inc.</p> <p>May 1997 Representative Director, Executive Vice President, Manager, Human Resources, PARIS MIKI Inc.</p> <p>June 1999 Representative Director, Executive Vice President, Manager, Human Resources and Overseas Operations, PARIS MIKI Inc.</p> <p>December 2002 Director, Codomo Limited (to the present)</p> <p>June 2003 Director, PARIS MIKI Inc.</p> <p>June 2005 Representative Director, PARIS MIKI Inc.</p> <p>June 2008 Director, PARIS MIKI Inc.</p> <p>June 2008 Senior Managing Director, Lunettes Inc. (to the present)</p> <p>April 2009 Chief Director, Okuizumo Tane Museum of Natural History (Public Interest Incorporated Foundation) (to the present)</p> <p>July 2009 Representative Director, PARIS MIKI Inc. (to the present)</p> <p>June 2011 Director, PARIS MIKI HOLDINGS Inc. (to the present)</p> <p>August 2013 President and Representative Director, Clover Asset Management Inc. (to the present)</p> <p>September 2014 Director, PX Group S.A. (to the present)</p>	1,249,284 shares

Candidate No.	Name (Date of birth)	Career summary, position, business in charge and important concurrent posts		Number of the Company's shares held
3	Junichi Kaga (September 29, 1954)	March 1977	Joined MIKI OPTICAL Inc.	30,350 shares
		April 1988	Manager, Sales Promotion Department, 7th Sales Division, PARIS MIKI Inc.	
		April 1992	President, Paris Miki Optical (China) Co., Ltd. (to the present)	
		November 2004	Executive Officer, PARIS MIKI Inc.	
		June 2007	Director, PARIS MIKI Inc.	
		June 2009	Representative Director, Executive Vice President, PARIS MIKI HOLDINGS Inc. (to the present)	
		July 2009	Representative Director, Vice Chairman, PARIS MIKI Inc.	
		June 2011	Representative Director, Chairman, PARIS MIKI Inc.	
		February 2012	President and Representative Director, PARIS MIKI Inc. (to the present)	
4	Fumihiko Nakao (March 21, 1961)	April 1984	Joined MIKI OPTICAL Inc.	30,370 shares
		November 1986	Manager, PARIS-MIKI OPTIQUE H.K. LTD.	
		August 1991	Director, PARIS MIKI OPTICAL (THAILAND) LTD.	
		September 1996	Director, OPTIQUE PARIS-MIKI(S) PTE. LTD.	
		April 2004	Manager, Department Store Operations, PARIS MIKI Inc.	
		November 2004	Executive Officer, Product Development Chief, PARIS MIKI Inc.	
		June 2007	Director, PARIS MIKI Inc.* (to the present)	
		January 2009	President, PARIS MIKI Inc.	
		July 2009	President and Representative Director, PARIS MIKI Inc.	
		February 2012	Representative Director, PARIS MIKI Inc. (to the present)	
5	Mafumi Tanada (August 13, 1957)	March 1980	Joined MIKI OPTICAL Inc.	29,226 shares
		August 1993	Director, Paris Miki Optical (China) Co., Ltd. (to the present)	
		October 2000	President, Shanghai Paris Miki Optical Co., Ltd. (to the present)	
		August 2004	President, Shanghai Paris Miki Trading Co., Ltd. (to the present)	
		June 2010	Director, PARIS MIKI HOLDINGS Inc. (to the present)	

Candidate No.	Name (Date of birth)	Career summary, position, business in charge and important concurrent posts	Number of the Company's shares held
6	Tetsuro Nakatsuka (May 20, 1955)	<p>April 1979 Joined MIKI OPTICAL Inc.</p> <p>October 1995 Manager, Accounting, PARIS MIKI Inc.</p> <p>August 1996 Manager, Finance, PARIS MIKI Inc.</p> <p>November 2004 Executive Officer, Manager, Finance, PARIS MIKI Inc.</p> <p>May 2007 Audit &amp; Supervisory Board Member, GREAT Inc. (to the present)</p> <p>June 2007 Director, Lunettes Inc. (to the present)</p> <p>April 2009 Finance Chief, PARIS MIKI HOLDINGS Inc. (to the present)</p> <p>April 2009 Finance Chief, PARIS MIKI Inc. (to the present)</p> <p>January 2010 Audit &amp; Supervisory Board Member, KIMPO-DO Co. Ltd. (to the present)</p> <p>January 2011 Audit &amp; Supervisory Board Member, Create three Co., Ltd. (to the present)</p> <p>June 2011 Director, PARIS MIKI HOLDINGS Inc. (to the present)</p>	30,148 shares
*7	Tomoko Aramaki (November 7, 1968)	<p>October 1991 Passed secondary examination of Certified Public Accountant</p> <p>October 1991 Joined Century Audit Corporation (now Ernst &amp; Young ShinNihon LLC)</p> <p>March 1995 Registered as Certified Public Accountant (to the present)</p> <p>July 1999 Seconded to Regional Financial Cooperation Division, Trade Policy Bureau, Ministry of International Trade and Industry (now Ministry of Economy, Trade and Industry)</p> <p>May 2002 Joined IBM Japan, Ltd.</p> <p>February 2006 Director, Aramaki CPA Office (to the present)</p> <p>April 2006 Registered as Certified Tax Accountant (to the present)</p> <p>June 2008 Outside Audit &amp; Supervisory Board Member, PARIS MIKI Inc.* (to the present)</p>	— shares
8	Pierre-Olivier Chave (March 25, 1943)	<p>June 1976 President, PX Précinox S.A. (to the present)</p> <p>July 1986 President, PX Group S.A. (to the present)</p> <p>November 1990 Chairman, AIP (Association Industrielle et Patronale, Neuchâtel, Switzerland)</p> <p>June 2003 Chairman, NEODE (Parc Scientifique et Technologique, Neuchâtel, Switzerland)</p> <p>June 2014 Outside Director, PARIS MIKI HOLDINGS Inc. (to the present)</p>	— shares

- Notes: 1. The asterisk mark (\*) indicates a new candidate for director.
2. Mr. Hiroshi Tane is Representative Director of Lunettes Inc. The Company has a business relationship with Lunettes Inc. regarding non-life insurance and real estate leasing, and there is a loan guarantee on borrowing from a financial institution in place between the two companies.
3. Mr. Pierre-Olivier Chave is President of PX Group S.A. The Company holds an 11% share in the issued shares of that company.
4. There are no special interests between the other candidates for director and the Company.
5. Mr. Pierre-Olivier Chave is a candidate for outside director.

6. Mr. Pierre-Olivier Chave is nominated as a candidate for outside director because the Company believes that his deep insight in the field of noble metal manufacturing, which is related to the Group's business, and long-standing experience in international corporate management, enable him to appropriately execute his duties as an outside director. The length of his service as outside director of the Company will be one (1) year at the conclusion of this General Meeting of Shareholders.
7. The Company and Mr. Pierre-Olivier Chave have entered into an agreement limiting liability. If his reelection is approved, the Company intends to continue the aforesaid agreement, which limits his liabilities for damages to the higher of 1 million yen or the minimum amount set forth in Paragraph 1, Article 425 of the Companies Act.
8. PARIS MIKI Inc. became a subsidiary of PARIS MIKI HOLDINGS Inc. effective from April 1, 2009.  
\* PARIS MIKI Inc. changed its name to PARIS MIKI HOLDINGS Inc. with its move to a holding company structure on April 1, 2009.



**Proposal 3: Election of Three (3) Audit & Supervisory Board Members**

The term of office of audit & supervisory board member Mr. Kotaro Yamamoto will expire at the conclusion of this General Meeting of Shareholders. In addition, audit & supervisory board member Ms. Tomoko Aramaki will resign at the conclusion of this General Meeting of Shareholders. Aiming to strengthen and enhance the audit system, the Company will increase the number of audit & supervisory board members by one (1) person. Accordingly, the Company proposes the election of three (3) audit & supervisory board members. Note that neither Mr. Koji Matsumoto nor Ms. Akiko Iwamoto was the substitute for Ms. Tomoko Aramaki, and both their terms of office will be until the conclusion of the General Meeting of Shareholders for the final fiscal year that ends within the four-year period beginning the time of their election.

This proposal has already obtained the consent of the Audit & Supervisory Board.

Candidates for audit & supervisory board member are as follows.

Candidate No.	Name (Date of birth)	Career summary, position and important concurrent posts		Number of the Company's shares held
*1	Koji Matsumoto (April 20, 1967)	April 1990 March 2007	Joined PARIS MIKI Inc. General Affairs Chief, PARIS MIKI Inc.* (to the present)	6,422 shares
2	Kotaro Yamamoto (October 19, 1955)	April 1985 February 1991 September 1991 January 1994 June 2007	Registered as Attorney (Daiichi Tokyo Bar Association) (to the present) Registered as Patent Attorney (to the present) Registered as Attorney in New York State, USA (to the present) Established Yamamoto & Shibasaki Law Offices Managing Partner, Yamamoto & Shibasaki Law Offices (to the present) Outside Audit & Supervisory Board Member, PARIS MIKI Inc.* (to the present)	— shares
*3	Akiko Iwamoto (May 27, 1968)	April 1991 April 2000 April 2002 April 2004 February 2009 April 2012	Joined First Chicago Corp. (now JPMorgan Chase Bank N.A.) Vice President, Bank One Corp. (now JPMorgan Chase Bank N.A.) Vice President, Royal Bank of Canada Chief Dealer, Aozora Bank, Ltd. Representative, OFFICE [W.I.S.H] (to the present) Visiting Professor, Faculty of Business Administration, Osaka University of Economics (to the present)	— shares

- Notes: 1. The asterisk mark (\*) indicates a new candidate for audit & supervisory board member.  
2. There are no special interests between the candidates and the Company.  
3. Mr. Kotaro Yamamoto and Ms. Akiko Iwamoto are candidates for outside audit & supervisory board members.  
4. Mr. Kotaro Yamamoto is nominated as a candidate for outside audit & supervisory board member as he is well versed in corporate law as an attorney and possesses ample knowledge concerning the supervision of corporate management, and we wish to use this in our audit system. The length of his service as audit & supervisory board member of the Company will be eight (8) years at the conclusion of this General Meeting of Shareholders.  
5. Ms. Akiko Iwamoto is nominated as a candidate for outside audit & supervisory board member as she possesses specialist and broad knowledge relating to international finance and international economics, and we wish to use this in our audit system. Note that although Ms. Akiko Iwamoto has no past experience of involvement in the management of a company in any way other than as an outside officer, we judge that she can appropriately perform her duties as an outside audit & supervisory board member due to the aforementioned reasons.

6. The Company and Mr. Kotaro Yamamoto have entered into an agreement limiting liability. If his reelection is approved, the Company intends to continue the aforesaid agreement, which limits his liability for damages to the higher of 1 million yen or the minimum amount set forth in Paragraph 1, Article 425 of the Companies Act. Also if Ms. Akiko Iwamoto's election is approved, the Company intends to enter into the same agreement with Ms. Akiko Iwamoto. Moreover, if Proposal 1 "Partial Changes to Articles of Incorporation" is approved and adopted, and Mr. Koji Matsumoto's election is approved, the Company intends to enter into the same agreement with Mr. Koji Matsumoto.
7. PARIS MIKI Inc. became a subsidiary of PARIS MIKI HOLDINGS Inc. effective from April 1, 2009.  
\* PARIS MIKI Inc. changed its name to PARIS MIKI HOLDINGS Inc. with its move to a holding company structure on April 1, 2009.

**Proposal 4: Payment of Retirement Benefits to Retiring Directors and a Retiring Audit & Supervisory Board Member**

It is proposed that retirement benefits be granted to Messrs. Jiro Nagata, Seiji Kano, and Satoru Nino, who will retire from the positions of director at the conclusion of this General Meeting of Shareholders due to the expiration of their term of office, and to Ms. Tomoko Aramaki, who is resigning from the position of audit & supervisory board member at the conclusion of this General Meeting of Shareholders, in appreciation of their service during their terms of office, within a reasonable amount based upon certain standards stipulated by the Company.

It is also proposed that such matters as the actual amounts, the timing and method be determined by the Board of Directors for the retiring directors and by the deliberation of the audit & supervisory board members for the retiring audit & supervisory board member.

Career summaries of retiring directors and audit & supervisory board members are as follows.

Name	Career summary		
Jiro Nagata	June 2007	Representative Director, Executive Vice President, PARIS MIKI Inc.* (to the present)	
Seiji Kano	June 2012	Director, PARIS MIKI HOLDINGS Inc. (to the present)	
Satoru Nino	June 2008	Outside Director, PARIS MIKI Inc.* (to the present)	
Tomoko Aramaki	June 2008	Outside Audit & Supervisory Board Member, PARIS MIKI Inc.* (to the present)	

Note: PARIS MIKI Inc. became a subsidiary of PARIS MIKI HOLDINGS Inc. effective from April 1, 2009.

\* PARIS MIKI Inc. changed its name to PARIS MIKI HOLDINGS Inc. with its move to a holding company structure on April 1, 2009.