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Securities Code: 7455
June 12, 2013

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 65th Ordinary General Meeting of Shareholders

You are cordially invited to attend the 65th Ordinary General Meeting of Shareholders of PARIS MIKI HOLDINGS Inc. (hereinafter referred to as the “Company”), which will be held on Thursday, June 27, 2013, 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 Wednesday, June 26, 2013 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/> or <https://daiko.mizuho-tb.co.jp/>) 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:

Thursday, June 27, 2013 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 65th fiscal term (from April 1, 2012 to March 31, 2013)
- b. Non-consolidated Financial Statements for the 65th fiscal term (from April 1, 2012 to March 31, 2013)

Matters to be resolved:

Proposal 1: Partial Changes to Articles of Incorporation

Proposal 2: Election of Nine (9) Directors

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 nominated 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.

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/>).
- * We will set up an exhibition and communication space at the venue of the General Meeting of Shareholders 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

- (1) In light of the current conditions of the businesses of the Company and its subsidiaries, the Company seeks to make additions and changes to the business purposes in Article 2 (Purpose) of the present Articles of Incorporation in order to clarify its business lines and prepare for future expansion and diversification of its business fields.
- (2) From the perspective of responding in times of disaster and securing a venue for holding the general meeting of shareholders, the Company seeks to delete Paragraph 2 of Article 11 (Convocation) of the present Articles of Incorporation, which puts limits on the locations at which the meeting may be held.
- (3) In addition, the Company seeks to make the revisions necessary for the above-mentioned changes, including rearranging provisions and making insertions, deletions and revisions to wording.

2. Description of Changes

Description of changes is as follows:

(Changes are underlined.)

Present articles	Proposed articles
<p>(Purpose) Article 2 The purpose of the Company shall be to control or manage the business activities of <u>companies engaged in the following businesses or of foreign companies engaged in businesses equivalent thereto</u> by holding the shares of such companies.</p> <p>1. <u>manufacture, adjustment, processing, distribution and repair</u> of glasses, contact lenses, optical instruments and hearing aids;</p> <p style="text-align: center;">(Transferred from Article 2-10.)</p> <p>2. <u>operation on a franchise basis of sales stores of the goods mentioned in the foregoing item;</u></p> <p style="text-align: center;">(Transferred from Article 2-11.)</p> <p>3. <u>research and development of the goods mentioned in item (1) and consigned undertaking thereof;</u></p> <p>4. <u>quality inspection of the goods mentioned in item (1) and consigned undertaking thereof;</u></p>	<p>(Purpose) Article 2 The purpose of the Company shall be to control or manage the business activities of <u>companies, etc. engaged in the following businesses and various other businesses by acquiring and holding the shares or equity of such companies, etc.</u></p> <p>1. <u>research and development, manufacture and processing, repair, quality inspection, distribution and lease</u> of glasses, contact lenses, optical instruments and hearing aids;</p> <p>2. <u>clinical study of eyesight measurement and manufacture, development and distribution of instrument therefor;</u></p> <p style="text-align: center;">(Deleted)</p> <p>3. <u>management of institution for education in glasses technology;</u></p> <p style="text-align: center;">(Deleted)</p> <p style="text-align: center;">(Deleted)</p>

Present articles	Proposed articles
5. <u>import, export, and distribution of glasses, timepieces, precious metal related goods;</u>	4. distribution of timepieces <u>and</u> precious metal related goods;
6. <u>import, export and distribution of furniture, lighting apparatus, carpets and interior decoration articles;</u>	5. <u>distribution of furniture, interior decoration articles, cosmetics and dress accessories, etc.;</u>
7. <u>import, export and distribution of objects of art and curios, paintings, cosmetics, dress accessories;</u>	(Deleted)
8. <u>import, export and distribution of food products, health foods, health beverages, soft drinks and alcoholic beverages;</u>	6. distribution of <u>foodstuffs, beverages, alcoholic beverages and quasi-drugs;</u>
9. (Omitted)	7. (Not changed)
10. <u>clinical study of eyesight measurement and manufacture, development and distribution of instrument therefor;</u>	(Transferred to Article 2-2.)
11. <u>management of institution for education in glasses technology;</u>	(Transferred to Article 2-3.)
12. rental and lease of <u>optical instruments, vehicles and aircrafts;</u>	8. rental and lease of vehicles and aircrafts;
13. <u>trade, lease and maintenance of the goods and parts mentioned in the foregoing items;</u>	(Deleted)
14. <u>type 2 telecommunications services under Telecommunications Business Law, and information processing and information provision services;</u>	9. telecommunications services and information processing services;
(Newly established)	10. <u>market research and information provision services regarding beauty, health, medical care and others;</u>
(Newly established)	11. <u>trade of antiques;</u>
15. <u>trade of precious metals;</u>	(Deleted)
16. (Omitted)	12. (Not changed)
17. publishing and distribution of books;	13. <u>publishing, development and distribution of books, teaching materials and educational devices;</u>
18. <u>development and distribution of teaching materials and educational devices;</u>	(Deleted)
19. (Omitted)	14. (Not changed)

Present articles	Proposed articles
<u>20. market research and information analysis related thereto:</u>	(Deleted)
<u>21. overseas manufacture and procurement of materials for glasses and operation of overseas stores:</u>	(Deleted)
<u>22. - 26.</u> (Omitted) (Newly established)	<u>15. - 19.</u> (Not changed)
(Newly established)	<u>20. production and distribution of agricultural produce:</u> <u>21. lending of cash, guaranteeing and underwriting of debt, purchase and sale of various claims, investment in, holding and management of securities, and other financial services:</u>
<u>27. development of stores related to the foregoing and consulting services therefor:</u>	(Deleted)
<u>28. - 32.</u> (Omitted)	<u>22. - 26.</u> (Not changed)
<u>33. any and all businesses incidental to or related to any of the foregoing items.</u> (Convocation)	<u>27. any and all businesses incidental to or related to any of the preceding items.</u> (Convocation)
Article 11 (Omitted)	Article 11 (Not changed)
<u>② The general meeting of shareholders shall be held in any of the wards of Tokyo, in Kanagawa prefecture, or in Hyogo prefecture.</u>	(Deleted)

Proposal 2: Election of Nine (9) Directors

The term of office of all nine (9) directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of nine (9) 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)	<p>January 1950 Joined Miki Tokeiten Inc.</p> <p>October 1975 President, PARIS MIKI INTERNATIONAL GmbH (to the present)</p> <p>January 2003 Representative Director, Chairman, PARIS MIKI Inc. Representative Director, Lunettes Inc. (to the present)</p> <p>June 2003 Representative Director, Chairman, and President, PARIS MIKI Inc.</p> <p>December 2003 President and Representative Director, PARIS MIKI Inc.</p> <p>October 2005 Representative Director, Chairman, PARIS MIKI Inc.</p> <p>April 2007 Deputy Chairperson of the Board of Director, Neurocreative Laboratory, NPO (to the present)</p> <p>June 2007 President and Representative Director, PARIS MIKI Inc.* (to the present)</p> <p>February 2009 Chairperson of the Board of Director, Igyoshu Koryu Otomemo Kai, NPO (to the present)</p>	1,076,032 shares
2	Jiro Nagata (April 6, 1944)	<p>July 1969 Joined Victor Company of Japan, Limited (JVC)</p> <p>October 1994 Manager, Human Resources Division, JVC</p> <p>April 1995 Director, JVC</p> <p>October 1995 President, JVC ASIA Pte. Ltd.</p> <p>April 2000 Manager, Environmental Headquarters, JVC</p> <p>July 2002 Manager, Legal and Intellectual Property Division, JVC</p> <p>June 2005 Outside Audit & Supervisory Board Member, PARIS MIKI Inc.</p> <p>June 2007 Representative Director, Executive Vice President, PARIS MIKI Inc.* (to the present)</p> <p>January 2010 President and Representative Director, KIMPO-DO Co. Ltd. (to the present)</p> <p>January 2011 President and Representative Director, Create three Co., Ltd. (to the present)</p>	19,100 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)	<p>March 1977 Joined MIKI OPTICAL Inc.</p> <p>April 1988 Manager, Sales Promotion Department, 7th Sales Division, PARIS MIKI Inc.</p> <p>April 1992 President, Paris Miki Optical (China) Co., Ltd. (to the present)</p> <p>November 2004 Executive Officer, PARIS MIKI Inc.</p> <p>June 2007 Director, PARIS MIKI Inc.</p> <p>June 2009 Representative Director, Executive Vice President, PARIS MIKI HOLDINGS Inc. (to the present)</p> <p>July 2009 Representative Director, Vice Chairman, PARIS MIKI Inc.</p> <p>June 2011 Representative Director, Chairman, PARIS MIKI Inc.</p> <p>February 2012 President and Representative Director, PARIS MIKI Inc. (to the present)</p>	15,350 shares
4	Fumihiko Nakao (March 21, 1961)	<p>April 1984 Joined MIKI OPTICAL Inc.</p> <p>November 1986 Manager, PARIS-MIKI OPTIQUE H.K. LTD.</p> <p>August 1991 Director, PARIS MIKI OPTICAL (THAILAND) LTD.</p> <p>September 1996 Director, OPTIQUE PARIS-MIKI(S) PTE. LTD.</p> <p>April 2004 Manager, Department Store Operations, PARIS MIKI Inc.</p> <p>November 2004 Executive Officer, Product Development Chief, PARIS MIKI Inc.</p> <p>June 2007 Director, PARIS MIKI Inc.* (to the present)</p> <p>January 2009 President, PARIS MIKI Inc.</p> <p>July 2009 President and Representative Director, PARIS MIKI Inc.</p> <p>February 2012 Representative Director, PARIS MIKI Inc. (to the present)</p>	15,070 shares
5	Mafumi Tanada (August 13, 1957)	<p>March 1980 Joined MIKI OPTICAL Inc.</p> <p>August 1993 Director, Paris Miki Optical (China) Co., Ltd. (to the present)</p> <p>October 2000 President, Shanghai Paris Miki Optical Co., Ltd. (to the present)</p> <p>August 2004 President, Shanghai Paris Miki Trading Co., Ltd. (to the present)</p> <p>June 2010 Director, PARIS MIKI HOLDINGS Inc. (to the present)</p>	8,426 shares

Candidate No.	Name (Date of birth)	Career summary, position, business in charge and important concurrent posts	Number of the Company's shares held
6	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>July 2009 Representative Director, PARIS MIKI Inc. (to the present)</p> <p>June 2011 Director, PARIS MIKI HOLDINGS Inc. (to the present)</p>	1,139,284 shares
7	Seiji Kano (September 9, 1946)	<p>April 1965 Joined Nissin Food Products Co., Ltd.</p> <p>March 1970 Joined MIKI OPTICAL Inc.</p> <p>May 1994 Director, Manager, MD, PARIS MIKI Inc.</p> <p>June 2000 President and Representative Director, PARIS MIKI Inc.</p> <p>February 2003 President and Representative Director, and Manager, Western Japan Sales Headquarters, PARIS MIKI Inc.</p> <p>June 2003 Representative Director, Executive Vice President, Manager, Western Japan Sales Headquarters, PARIS MIKI Inc.</p> <p>January 2004 Senior Executive Director, Manager, Sales Headquarters, PARIS MIKI Inc.</p> <p>June 2005 Director and Manager, Store Strategy, PARIS MIKI Inc.</p> <p>June 2006 Director, PARIS MIKI Inc.</p> <p>June 2007 Director, Chairman, PARIS MIKI Inc.</p> <p>June 2008 Standing Audit & Supervisory Board Member, PARIS MIKI Inc.</p> <p>July 2009 Audit & Supervisory Board Member, PARIS MIKI Inc.</p> <p>September 2011 Director, Lunettes Inc.</p> <p>June 2012 Director, PARIS MIKI HOLDINGS Inc. (to the present)</p> <p>June 2012 Director, Create three Co., Ltd. (to the present)</p>	96,809 shares

Candidate No.	Name (Date of birth)	Career summary, position, business in charge and important concurrent posts	Number of the Company's shares held
8	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 & 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 & Supervisory Board Member, KIMPO-DO Co. Ltd. (to the present)</p> <p>January 2011 Audit & Supervisory Board Member, Create three Co., Ltd. (to the present)</p> <p>June 2011 Director, PARIS MIKI HOLDINGS Inc. (to the present)</p>	16,148 shares
9	Satoru Nino (November 10, 1945)	<p>April 1984 Founder and Representative of ESMOD Japon Tokyo (to the present)</p> <p>September 1996 Executive Director, ESMOD Paris</p> <p>July 2000 President, ESMOD International (to the present)</p> <p>June 2006 Outside Audit & Supervisory Board Member, PARIS MIKI Inc.</p> <p>June 2008 Outside Director, PARIS MIKI Inc.* (to the present)</p>	– shares

- Notes: 1. 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.
2. There are no special interests between the other candidates for director and the Company.
3. Mr. Satoru Nino is a candidate for outside director.
4. Mr. Satoru Nino is nominated as a candidate for outside director because the Company believes that his insight into international fashion and the world of education, as well as his experience of school management, enables him to appropriately execute his duties as an outside director. The length of his service as outside director of the Company will be five (5) years at the conclusion of this General Meeting of Shareholders.
5. The Company and Mr. Satoru Nino have concluded an agreement for limitation of 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.
6. 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.