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Securities Code: 7455
June 9, 2014

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 66th Ordinary General Meeting of Shareholders

You are cordially invited to attend the 66th Ordinary General Meeting of Shareholders of PARIS MIKI HOLDINGS Inc. (hereinafter referred to as the “Company”), which will be held on Tuesday, June 24, 2014, 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 23, 2014 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 24, 2014 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), Happo-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 66th fiscal term (from April 1, 2013 to March 31, 2014)
- b. Non-consolidated Financial Statements for the 66th fiscal term (from April 1, 2013 to March 31, 2014)

Matters to be resolved:

- Proposal 1:** Election of Ten (10) Directors
Proposal 2: Election of One (1) Audit & Supervisory Board Member
Proposal 3: Decision on Amount of Stock-Option-Type Remuneration to Directors and Audit & Supervisory Board Members and Details Thereof

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/>).
- * 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: Election of Ten (10) 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 ten (10) directors, an increase of one (1) director for the purpose of further enhancement of the management system.

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. 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 Otomemo Kai, NPO (to the present)	1,085,332 shares
2	Jiro Nagata (April 6, 1944)	July 1969 Joined Victor Company of Japan, Limited (JVC) October 1994 Manager, Human Resources Division, JVC April 1995 Director, JVC October 1995 President, JVC ASIA Pte. Ltd. April 2000 Manager, Environmental Headquarters, JVC July 2002 Manager, Legal and Intellectual Property Division, JVC June 2005 Outside Audit & Supervisory Board Member, PARIS MIKI Inc. June 2007 Representative Director, Executive Vice President, PARIS MIKI Inc.* (to the present) January 2010 President and Representative Director, KIMPO-DO Co. Ltd. (to the present) January 2011 President and Representative Director, Create three Co., Ltd. (to the present)	30,100 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>	30,350 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>	30,370 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>	29,226 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>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>	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>	99,609 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>	30,148 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
*10	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>	– shares

- Notes: 1. The asterisk (*) 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. Satoru Nino and Mr. Pierre-Olivier Chave are candidates for outside directors.
6. 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 six (6) years at the conclusion of this General Meeting of Shareholders.
7. 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, as well as long-standing experience in international corporate management, enables him to appropriately execute his duties as an outside director.
8. 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. If Mr. Pierre-Olivier Chave, the candidate

for outside director, is elected as and assumes the office of director, the Company will enter into the same agreement as above.

9. 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 2: Election of One (1) Audit & Supervisory Board Member

The term of office of audit & supervisory board member Tomoko Aramaki will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the election of one (1) audit & supervisory board member.

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

Candidate for audit & supervisory board member is as follows.

Name (Date of birth)	Career summary, position and important concurrent posts		Number of the Company's shares held
Tomoko Aramaki (November 7, 1968)	October 1991	Passed secondary examination of Certified Public Accountant	– shares
	October 1991	Joined Century Audit Corporation (now Ernst & Young ShinNihon LLC)	
	March 1995	Registered as Certified Public Accountant (to the present)	
	July 1999	Seconded to Regional Financial Cooperation Division, Trade Policy Bureau, Ministry of International Trade and Industry (now Ministry of Economy, Trade and Industry)	
	May 2002	Joined IBM Japan, Ltd.	
	February 2006	Director, Aramaki CPA Office (to the present)	
	April 2006	Registered as Certified Tax Accountant (to the present)	
	June 2008	Outside Audit & Supervisory Board Member, PARIS MIKI Inc.* (to the present)	

- Notes: 1. There are no special interests between the candidate and the Company.
2. Ms. Tomoko Aramaki is a candidate for outside audit & supervisory board member. The Company has designated Ms. Tomoko Aramaki as an independent officer as stipulated by the Tokyo Stock Exchange and has notified the Exchange accordingly.
3. Ms. Tomoko Aramaki is nominated as a candidate for outside audit & supervisory board member as the Company wishes to use her international insight as well as her extensive expertise and abundant auditing experience and knowledge gained as a certified public accountant and certified tax accountant to our audit system. The length of her service as audit & supervisory board member of the Company will be six (6) years at the conclusion of this General Meeting of Shareholders.
4. The Company and Ms. Tomoko Aramaki have concluded an agreement for limitation of liability. If her reelection is approved, the Company intends to continue the aforesaid agreement, which limits her 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.
5. 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: Decision on Amount of Stock-Option-Type Remuneration to Directors and Audit & Supervisory Board Members and Details Thereof

At the 38th Ordinary General Meeting of Shareholders held on May 25, 1987, shareholders approved an annual remuneration amount for the Company's directors of 900 million yen or less (excluding, however, amounts of salaries for employees serving concurrently as directors) and audit & supervisory board members of 90 million yen or less, and this has remained effective until this day. However, the Company proposes that shareholders approve the issuance of share options as stock options within the range of an annual amount of 50 million yen or less as remunerations to directors of the Company (including 5 million yen for outside directors), and 10 million yen or less as remunerations to audit & supervisory board members of the Company (including 5 million yen for outside audit & supervisory board members) outside the framework of the aforesaid remuneration amount for directors and audit & supervisory board members. The amount of remunerations as stock options shall be the fair value per share option calculated on the allotment date of the share options multiplied by the total number of share options allotted. Currently, the number of directors is nine and the number of audit & supervisory board members is three, and, assuming that Proposal 1 and 2 are approved in their original form, the number of directors will be ten (including two outside directors), and the number of audit & supervisory board members will be three (including two outside audit & supervisory board members).

1. Reason to Issue Share Options to Directors and Audit & Supervisory Board Members

The reason for issuing share options as stock options to directors and audit & supervisory board members is to provide compensation for the execution of duties as incentive to increase the corporate value and raise a management consciousness that seriously considers shareholder interests.

2. Details of Share Options

1) Type and number of shares to be delivered upon exercise of share options

The Company will set 600,000 shares of the Company's common stock as the maximum number of shares that can be delivered upon exercise of the share options to be issued on days within one year from the day of the Ordinary General Meeting of Shareholders for each fiscal year.

In case the Company conducts a share split (including gratis allotment of shares) or share consolidation of the Company's common stock, the subject number of shares shall be adjusted by applying the following formula; provided however, that the applied adjustment is performed on the number of shares underlying the share options that are not exercised in the aforementioned period and fractions of less than one share resulting from the adjustment are disregarded.

Number of shares after adjustment = Number of shares before adjustment x Ratio of share split or share consolidation

Furthermore, in events separate to the above that may occur after the day of resolution, including a merger between the Company and another company, the Company undergoing a company split, the Company reducing its capital, or other event where it is necessary to adjust the number of shares, the Company shall make the necessary adjustment to the extent reasonable.

2) Number of share options

The maximum total number of share options to be issued within one year from the day of the Ordinary General Meeting of Shareholders for each fiscal year shall be set at 6,000. The number of shares for each share options (hereinafter referred to as the "Number of Granted Shares") shall be 100 shares; provided, however, if a share number adjustment set forth in "1) Type and number of shares to be delivered upon exercise of share options" above is conducted, similar adjustment shall be applied to the Number of Granted Shares.

3) Payment amount for share options

Payment of money for share options shall not be required.

4) Amount to be paid when share options are exercised

Amount to be paid when share options are exercised shall be the paid amount per share that can be delivered by exercising the share options (hereinafter referred to as the “Exercise Amount”), multiplied by the Number of Granted Shares concerning the relevant share options.

The Exercise Amount will be the average value of closing price in regular trading of the Company’s common stock on the Tokyo Stock Exchange (hereinafter referred to as the “Closing Price”) on each day of the previous month of the date when the share options are allocated (hereinafter referred to as the “Allotment Date”), multiplied by 1.05. Note that the date when the trade was not effective is not included. Fractions of less than 1 yen will be rounded up. However, in the case the amount is lower than the Closing Price of the Allotment Date (when no Closing Price is published on that day, Closing Price of the nearest previous date shall be applied; the same shall apply hereinafter), it will be the Closing Price on the Allotment Date.

After the Allotment Date, in an event of a share split or share consolidation of the Company’s common stock, or other event where it is necessary to adjust the Exercise Amount, it will be adjusted by the following formula, with fractions of less than 1 yen rounded up.

$$\text{Exercise Amount after adjustment} = \text{Exercise Amount before adjustment} \times \frac{1}{\text{Ratio of share split/share consolidation}}$$

In addition, after the Allotment Date of the share options, in an event where the Company issues new shares of common stock or disposes of treasury shares of common stock at a price lower than market price, the Exercise Amount will be adjusted by the following formula, with fractions of less than ¥1 rounded up.

$$\text{Exercise Amount after adjustment} = \text{Exercise Amount before adjustment} \times \frac{\text{Number of shares outstanding} + \frac{\text{Number of shares to be issued} \times \text{Subscription price per share to be issued}}{\text{Market price per share}}}{\text{Number of shares outstanding} + \text{Number of shares to be issued}}$$

In the above formula, the “number of shares outstanding” is the number of the Company’s outstanding shares of common stock, deducted by the number of shares of common stock in its treasury stock. In the case the treasury stock is disposed, the “number of shares to be issued” shall be treated as the “number of shares to be disposed.”

Furthermore, in the case the Company is merged with another company, executes a company split, the Company reducing its capital, or other event where it is necessary to adjust the Exercise Amount after the Allotment Date, the Exercise Amount shall be adjusted within a rational range, subject to a resolution of the Board of Directors.

5) Exercise period of share options

The exercise period shall be determined at the same meeting of the Board of Directors that determines the subscription requirements of the share options and shall be within a range beginning from the day two years after the day of the aforesaid meeting of the Board of Directors and ending on the day ten years after the day of the aforesaid meeting.

6) Limits of acquisition of share options by assignment

Acquisition of share options by assignment shall require approval of the Board of Directors.

7) Fair value of share options

The Black-Scholes model, etc. shall be used to calculate the fair value of the share options based on various conditions including the share price of the Company’s shares and the Exercise Amount on the Allotment Date.

8) Exercise conditions of share options

Holders of the share options are required to satisfy the condition of serving as a director, audit & supervisory board member or employee of the Company or its affiliated companies, even at the time of

exercising the share options; providing that this requirement does not apply in the case of retirement of a director or audit & supervisory board member of the Company or its affiliated companies due to the expiry of term of office, or in the case of retirement at mandatory retirement age or other justifiable grounds.

9) Other subscription requirements concerning share options may be decided by resolution at separately held meetings of the Board of Directors.