

This is an English translation of the original Japanese-language press release dated January 31, 2019 and is provided for reference purposes only.

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March 25, 2019

Company: DESCENTE LTD.
Representative: President and Representative
Director:
Masatoshi Ishimoto
(Code No. 8114, Tokyo Stock Exchange, 1st Section)
Contact: Director and Managing
Executive Officer:
Kenichi Tsujimoto
(TEL: 06-6774-0365)

**Notice of Changes in Representative Director, Directors and Corporate Auditors and
Appointment of an Executive Officer**

DESCENTE LTD. (the "Company") hereby announces that, at the Board of Directors' meeting held on March 25, 2019, following changes in the Representative of Director, Board of Directors and Corporate Auditors as of June 2019 were resolved. These changes will be officially decided at the Annual General Meeting of Shareholders scheduled to be held in June 2019 and at the subsequent Board of Directors' Meeting.

And the Company plans to enter into an agreement with ITOCHU Corporation ("ITOCHU") regarding the management structure that was resolved for this time, the Company's future management policies, establishment of the corporate governance structure and so forth as soon as possible.

1. Outline of the Agreement

The outline of the agreement that the Company and ITOCHU will enter into is as follows.

(1) Purpose

To build and maintain a constructive cooperative relationship between the Company and ITOCHU to enhance the corporate value of the Company.

(2) Content

i) Management Policy and Philosophy of the Company

* It is set as the corporate philosophy "To bring the enjoyment of sports to all."

* Continue to provide high-value-added products through collaboration and alliances with a wide variety of business partners, based on the "craftmanship" we have cultivated over many years as our source of competitiveness.

* Build and maintain a workplace environment and corporate culture in which the Company employees who support the "artisanship" can demonstrate the Company's founding spirit "Creation, Challenge, Integrity and Harmony" and work energetically.

ii) Management Structure of the Company

* Establish a management structure that enables sustainable, medium to long term improvement in corporate value and independent management for the common interests of shareholders.

* In order to achieve this, the Board of Directors of the Company will consist of 2 people from the Company, 2 people from ITOCHU (who will retire from Itochu and then be rehired by the Company in principle), and 2 independent outside directors.

* Candidates for Outside Directors shall be independent from the Company and its related parties and be nominated through fair deliberation by the Nominating Committee of the Company from those who are recommended by any incumbent Director or Corporate Auditor.

* Establish a fair and impartial Nominating Committee including independent outside Directors as an advisory body to deliberate matters related to the appointment and dismissal of directors.

* Formulate and implement a successors development plan to develop the next generation of senior management and conduct regular reviews by the Nominating Committee.

iii) Protection of General Shareholders of the Company

* Hold continual and constructive discussions and dialogues with ITOCHU and other shareholders to enhance the Company's corporate value while giving consideration to the common interests of shareholders.

* Give sufficient consideration to the interests of general shareholders and ensure substantial equality and fairness among shareholders.

* Regularly report to the Board of Directors' Meeting on the status of transactions with major shareholders and other related parties and, if deemed necessary and appropriate, to give due consideration to procedures such as consultations with independent outside directors and to disclose information.

2. Change of Representative Director

(1) Candidate for New Representative Director

(Name)	(New Position)	(Current Position)
Shuichi Koseki	President and Representative Director	Senior Managing Executive Officer President, Textile Company Executive Advisory Officer for Osaka Headquarters ITOCHU Corporation

(2) Retiring Representative Director

(Name)	(Current Position)
Masatoshi Ishimoto	President and Representative Director

3. Change of Directors

(1) Director to be promoted

(Name)	(New Position)	(Current Position)
Kim Hoon-Do	Director, Senior Managing Executive Officer DESCENTE Brand Management President and CEO, DESCENTE KOREA LTD. President and CEO, DESCENTE GLOBAL RETAIL LTD.	Director, Managing Executive Officer DESCENTE Brand Management President and CEO DESCENTE KOREA LTD. President and CEO DESCENTE GLOBAL RETAIL LTD.

(2) Candidates for New Directors

(Name)	(New Position)	(Current Position)
Akira Tsuchihashi	Director, Managing Executive Officer and Chief Financial Officer (CFO)	Executive Officer General Manager, Internal Audit Division ITOCHU Corporation

Norio Ogawa	Director, Managing Executive Officer President and Representative Director DESCENTE JAPAN LTD.	President and Representative Director DESCENTE JAPAN LTD. *dated April 1, 2019
Nobuo Sayama	Outside Director	Representative Director, Partner Integral Corporation
Kozo Takaoka	Outside director	Representative Director, President and CEO Nestle Japan Ltd.

(3) Retiring Directors

(Name)	(Current Position)
Ichiro Nakamura	Director, Chairman
Yoshikazu Tanaka	Director, Senior Managing Executive Officer and CPO le coq sportif, arena & Munsingwear Brand Management, Hong Kong Office, R&D Center
Hisashi Mitsui	Director, Managing Executive Officer President and Representative Director, DESCENTE JAPAN LTD..
Hitoshi Haneda	Director, Managing Executive Officer and CSO Global Planning, Operations & Business Development
Kenichi Tsujimoto	Director, Managing Executive Officer and CFO Administration Director, Managing Executive Director, DESCENTE JAPAN LTD.
Motonari Shimizu	Director
Masako Ii	Outside Director
Ungyong Shu	Outside Director

4. Change of Corporate Auditor

(1) Candidates for New Corporate Auditor

(Name)	(New Position)	(Current Position)
Koichi Yoshioka	Outside Corporate Auditor	Attorney, Ozawa & Akiyama

(2) Retiring Corporate Auditor

(Name)	(Current Position)
Seiji Higaki	Outside Corporate Auditor

*Retire before the term of office.

5. Appointment of Corporate Officer

(Name)	(New Position)	(Current Position)
Yozo Kubo	Senior Managing Executive Officer	Managing Executive Officer President, Food Company ITOCHU Corporation

6. Brief Personal History of Candidates for New Representative Director
Shuichi Koseki (Date of Birth July 2, 1955.)

2007	Executive Officer Chief Operating Officer for Textile Material & Fabric Division ITOCHU Corporation
2011	CEO for ITOCHU East Asia Bloc (Beijing)
2015	Director, Managing Executive Officer President, Textile Company ITOCHU Corporation
2016	Member of the Board, Senior Managing Executive Officer President, Textile Company ITOCHU Corporation (Current Position)

No shares of the Company owned (As of March 25, 2019)

7. Brief Personal History of Candidates for New Directors
Akira Tsuchihashi (Date of Birth: September 10, 1962.)

2007	General Manager, Tax Planning & Control Department, General Accounting Control Division ITOCHU Corporation
2015	CFO, ICT, General Products & Realty Company, ITOCHU Corporation
2016	Executive Officer, CFO, ICT & Financial Business Company ITOCHU Corporation
2017	Executive Officer General Manager, Internal Audit Division ITOCHU Corporation

Norio Ogawa (Date of Birth: November 8, 1969)

December 1995	Joined Coopers & Lybrand LLP
January 1998	Joined The Coca-Cola Company
September 2002	Vice President adidas Japan K.K.
May 2015	Vice President and Chief Commercial Officer Cole Haan Limited

April 2016	Executive Officer, Assistant to Director in Charge of Japan Business Unit DESCENTE JAPAN LTD.
April 2017	Director, Managing Executive Officer General Manager, Retail Dept., Sales Promotion Dept., Business Promotion Dept. DESCENTE JAPAN LTD.

Nobuo Sayama (Date of Birth: December 3, 1953)

2004	Representative Director and Partner, GCA Corporation
2008	Representative Director and Partner, Integral Corporation (Current Position)
2010	Visiting Professor, Graduate School of Business Administration, Kyoto University (Current Position)
2015	Chairman of the Board, Skymark Airlines Inc. (Current Position)
2018	Visiting Professor, Graduate School of Business Administration, Hitotsubashi University (Current Position)

Kozo Takaoka (Date of Birth: March 30, 1960)

1983	Joined Nestle Japan Ltd.
2005	President, Nestle Confectionery Ltd.
2010	Executive Vice President, Nestle Japan Ltd.
same year	Representative Director, President and CEO (to present)

8. Brief Personal History of Candidates for New Outside Corporate Auditor

Koichi Yoshioka (Date of Birth: September 3, 1968)

1995	Attorney registration (Member of Tokyo Bar Association) Entry into Ozawa & Akiyama
2000	New York Attorney Registration Paul Hastings LLP, USA
2001	Ozawa & Akiyama (Current Position)

9. Brief Personal History of New Executive Officer

Yozo Kubo (Date of Birth: November 23, 1958)

2010	Chief Operating Officer, Apparel Division, ITOCHU Corporation
2011	Executive Officer, ITOCHU Corporation
2012	Executive Officer Executive Vice President, Textile Company, ITOCHU Corporation
2014	Managing Executive Officer ITOCHU Corporation
2014	Representative Chairman, EDWIN CO., LTD.,
2016	Managing Executive Officer, Executive Vice President, Food Company ITOCHU Corporation
2017	Managing Executive Officer, President, Food Company ITOCHU Corporation (Current Position)

10. Management Structure after the Ordinary General Meeting of Shareholders and Board of Directors in June, 2019 (Schedule)

(Name)	(Position)
Shuichi Koseki	President and Representative Director [New]
Kim Hoon-do	Director, Senior Managing Executive Officer President and Chief Executive Officer, DESCENTE KOREA LTD.
Akira Tsuchihashi	Director, Managing Executive Officer, Chief Financial Officer (CFO) [New]
Norio Ogawa	Director, Managing Executive Officer [New] President, DESCENTE JAPAN LTD.
Nobuo Sayama	Outside Director [New]
Kozo Takaoka	Outside Director [New]
Masatsugu Morimitsu	Corporate Auditor
Katsumi Ota	Outside Corporate Auditor
Koichi Yoshioka	Outside Corporate Auditor [New]

11. Comments by Masatoshi Ishimoto, President and Representative Director of DESCENTE LTD.

Discussions with our largest shareholder have taken place and a conclusion has been reached in the common interests of all our shareholders. An agreement has been signed outlining a new management structure and system. I apologise to our customers and all those related to the company for the uncertainty of the past weeks and thank you for your expressions of concern and support.

The company will continue to uphold its founding spirit and management, together with employees, will be true to the corporate philosophy of “To bring the enjoyment of sports to all”. The company’s free-ranging design and development strengths will ensure its competitive edge is maintained and its reputation for craftsmanship continues.