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(Security Code : 8114)
May 25th, 2023

To Our Shareholders

Representative: Shuichi Koseki
DESCENTE LTD.
Maruito Namba Building 13F, 1-2-3
Minatomachi Naniwa-ku, Osaka, 556-0017 Japan

NOTICE OF THE 66TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

We are pleased to announce the 66th Annual General Meeting of Shareholders (“AGM”) of DESCENTE LTD. (the “Company”) to be hold as described below.

In convening the AGM, we have taken measures for providing reference materials, etc. in an electronic format (matters for electronic provision measures) in accordance with the Companies Act and our Articles of Incorporation. As for this financial year, we have disclosed matters for electronic provision measures on the following websites on the Internet. From the next financial year, reference materials* of the General Meeting of Shareholders are to be disclosed on the websites below and shareholders will receive only the summary information of the meeting in mail.

① The Company’s website (「IR」 「IR Library」 「General Meeting」)
<https://www.descente.co.jp/en/ir/summon/>

② Tokyo Stock Exchange website
<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>

No souvenirs are to be distributed at the AGM. Please understand our inconvenience.

*Matters for Electronic Provision Measures for the AGM are provided by electronic provision measures only.

1. Date/Time

June 15, 2023 (Thursday) at 10 a.m. (GMT+9)

Reception opening time will be at 9:20 am (GMT+9)

2. Place

Hotel Monterey Grasmere Osaka, Maruito Namba Building 21th floor (Snowberry Hall)

1-2-3 Minatomachi Naniwa-ku, Osaka 556-0017 Japan

3. Objectives of the Meeting Reports

1. Business report, Consolidated Annual Financial Statements for the 66th Business Term (April 1, 2022 to March 31, 2023)

2. Audit Report on concerning Consolidated Annual Financial Statements for the 66th Business Term by the Accounting Auditors and the Audit Board Members

Agenda

Proposal 1: Appropriation of Retained Earnings

Proposal 2: Election of Seven (7) Directors

Proposal 3: Notice regarding the Amendment of the Transfer Restriction Period under the Restricted Stock Compensation Plan for the Directors of the Company

【Voting by mail】

Please indicate your approval or disapproval on the enclosed voting form and return it to the Company by the time limit of 5:30 p.m.(GMT+9) on Wednesday, June 14, 2023. If no indication of approval or disapproval is made on the voting form, it will be treated as an indication of approval.

【Voting by electronic measures】

Please refer to the <Voting by the Internet etc.> section below and follow the directions on the screen to enter your approval or disapproval to the proposals by the above time limit.

<Voting by the Internet etc.>

If you wish to exercise your voting rights by the Internet or other means, please confirm the following points before exercising.

1. Voting Site

- (1) Voting by the Internet is only possible via PC or mobile phone accessing the Company designated website (<https://evote.tr.mufig.jp/>) (The website is closed from 2 a.m. to 5 a.m. (GMT+9) every day.).
- (2) Depending on the internet usage environment, the services subscribed and models of the devices, the voting site may not be available.
- (3) The Company will accept voting by the Internet until 5:30 p.m. (GMT+9) on June 14, 2023 (Wednesday). Please exercise your voting rights as early as possible and contact the Helpdesk if you have any questions.

2. Voting by the Internet

- (1) Using PC and mobile phone
Enter the "login ID" and "temporary password" printed on the voting card on the voting website (<https://evote.tr.mufig.jp/>) and follow the on-screen instructions to enter your support and/or opposition. To prevent unauthorized access by third parties other than shareholders and to prevent falsifying with the details of the voting, shareholders who use the site are requested to change the "temporary password".
- (2) Using smartphone
By reading "QR code for login" on the voting card with your smartphone, you can automatically connect to the voting website and exercise your voting rights (You do not need to enter "Login ID" and "temporary password"). Depending on smartphone model, you may not be able to log in with QR code. If you are unable to log in with QR code, please exercise your voting rights by PC referring to 2. (1).
*QR Code is the registered trademark of DENSO WAVE INCORPORATED.

3. Voting Rights Exercised Multiple Times

- (1) Please note that if you exercise your voting rights in duplicate by the mail and the Internet,

your voting rights via the Internet will be treated as valid.

(2) If voting rights are exercised more than once by the Internet, the last vote shall be deemed to be valid.

4. Expenses incurred in accessing voting sites

Shareholders are responsible for the Internet connection and communication charges that arise when accessing the voting sites using PC, smartphone, or mobile phone.

Inquiries regarding the voting system

Stock Transfer Agency Department, Mitsubishi UFJ
Trust and Banking Corporation (Helpdesk)

- Phone: 0120-173-027 (9 a.m. to 9 p.m. (GMT+9),)

[Voting Platform (To our institutional investors)]

Registered shareholders of the trust bank etc. (including standing proxy) may use the electronic voting platform operated by ICJ, if requested in advance.

References for the AGM

Proposal 1: Appropriation of Retained Earnings

Regarding year-end dividends, considering the business performance of the current fiscal year, future business development and so on, we would like to pay 40 JPY per share.

Details of year-end dividends:

1. Type of dividend property

Cash


2. The allocation of dividend property and the total amount
40 JPY per share of our common stock


Total amount: 3,020,163,360 JPY

3. Date on which dividends from surplus takes effectiveness.
June 16, 2023


Proposal 2: Election of Seven (7) Directors


At the conclusion of this General Meeting, all six (6) directors will expire their terms of office, so we would like to appoint seven (7) directors. When this proposal is approved, three (3) of them are the independent outside directors out of the seven (7) directors.


No.	Name (Date of Birth)	Brief personal history	Number of shares of the Company held	
1	 <p data-bbox="188 691 338 743">Shuichi Koseki (July 2, 1955)</p> <p data-bbox="152 781 376 820">Special interest in the Company None</p>	April 1979	73,400	
		January 2002		Joined ITOCHU Corporation
		April 2005		Managing Director, ITOCHU Textile (Shanghai) Co. Ltd.
		April 2007		General Manager, Textile Department 1, ITOCHU Corporation
		April 2010		Executive Officer; Chief Operating Officer, Textile Material & Fabric Division, ITOCHU Corporation
		April 2011		Managing Executive Officer, Executive Vice President, ITOCHU China Bloc (in charge of East China), ITOCHU Corporation
		April 2015		Managing Executive Officer and CEO, ITOCHU East Asia Bloc, ITOCHU Corporation
		April 2016		Managing Executive Officer and President, (Textile) Company, ITOCHU Corporation
		April 2017		Director, Senior Managing Executive Officer and President, (Textile) Company, ITOCHU Corporation
		April 2019		Senior Managing Executive Officer and President, (Textile) Company, ITOCHU Corporation
		June 2019		Advisor, DESCENTE LTD.
	President and Representative Director, DESCENTE LTD. (current position)			
<p data-bbox="161 970 561 988">(Reason for nomination of candidate for director)</p> <p data-bbox="161 999 1011 1304">Since joining ITOCHU Corporation, Mr. Shuichi Koseki has primarily engaged in the textile-related business. He was involved in the general management of the East Asia business, centered on the China business and, in April 2015, he assumed the position of President of the Textile Company. He has acquired wide-ranging knowledge of the textile industry through his extensive experience, as well as outstanding management skills. Since June 2019, as the Company's President and Representative Director, he has executed important business matters such as China business and profit improvement of Japan business, which enhancement is considered to be essential for the Company and he has executed the strategy steadily based on our medium term management plan. As mentioned above, in view of his extensive management skills, professional expertise and ample experience, the Company considers that he is the most appropriate person to whom to entrust the future leadership of the Company, which is pursuing realization of its corporate philosophy and improved corporate value, so it is requested that he is re-elected as a director.</p>				


No.	Name (Date of Birth)	Brief personal history		Number of shares of the Company held
2	 <p>(New Election)</p> <p>Masahiro Morofuji (December 10, 1960)</p> <p>Special interest in the Company None</p>	April 1983	Joined ITOCHU Corporation	-
		April 2008	General Manager, Brand Marketing Division 2, ITOCHU Corporation	
		April 2010	Chief Operating Officer, Brand Marketing Division 1, ITOCHU Corporation	
		April 2014	Executive Officer, Chief Operating Officer, Brand Marketing Division 1, ITOCHU Corporation	
		April 2016	Executive Officer, Executive Vice President, (Textile) Company, Chief Operating Officer, Brand Marketing 1 Division, ITOCHU Corporation	
		April 2017	Managing Executive Officer, Executive Vice President, (Textile) Company, Chief Operating Officer, Brand Marketing 1 Division, ITOCHU Corporation	
		April 2019	Managing Executive Officer, Executive President, (Textile) Company, Executive Advisory Officer for Osaka Headquarters, ITOCHU Corporation	
		April 2023	Vice President, Executive Officer, DESCENTE LTD.	
<p>(Reason for nomination of candidate for director)</p> <p>Mr. Masahiro Morofuji has been primarily engaged in textile-related businesses since joining ITOCHU Corporation and was appointed President of the Textile Company in April 2019, which he was responsible for the company's management. He has also been involved in brand marketing for a long time and will be able to contribute to branding, which is essential to be strengthened in the Company. Based on the above, we believe that he can contribute to the enhancement of the Company's corporate value due to his outstanding management skills, specialized knowledge, and extensive experience in the brand business, and we therefore request his election as a director.</p>				

No.	Name (Date of Birth)	Brief personal history		Number of shares of the Company held
3	 <p data-bbox="174 537 351 582">Motonari Shimizu (February 3, 1962)</p> <p data-bbox="152 635 374 677">Special interest in the Company None</p>	April 1984	Joined ITOCHU Corporation	15,200
		April 2008	General Manager, Textile Material & Fabric Department, ITOCHU Corporation	
		April 2011	Managing Director, ITOCHU Textile Prominent (Asia) Ltd.	
		April 2016	Executive Officer, Chief Operating Officer, Fashion Apparel Division 2, ITOCHU Corporation	
		April 2019	Managing Executive Officer, Executive Vice President, (Textile) Company, Chief Operating Officer, Fashion Apparel Division, ITOCHU Corporation	
		May 2021	Senior Managing Executive Officer, Assistant to the President, DESCENTE LTD. Director, DESCENTE JAPAN LTD.	
		April 2022	Chairman, DESCENTE KOREA LTD. (current position)	
		June 2022	Director, Senior Managing Executive Officer, DESCENTE LTD. Director, DESCENTE JAPAN LTD. (current position)	
		April 2023	President and Representative Director, DESCENTE GLOBAL RETAIL LTD. (current position)	
<p data-bbox="163 803 560 826">(Reason for nomination of candidate for director)</p> <p data-bbox="163 837 1012 1173">Since joining ITOCHU Corporation, Mr. Motonari Shimizu has been involved in purchasing and selling apparel and textile materials at the Textile Company of ITOCHU Corporation. In addition, he was stationed in Hong Kong for 11 years, in London and Milan for 4 years and was involved not only in trading operations but also in the management of overseas operating companies. In 2019, he was responsible for the management as Managing Executive Officer, (Textile) Company Executive Vice President and Chief Operating Officer of Fashion Apparel Division in ITOCHU Corporation. Since May 2021, as Senior Managing Executive Officer of DESCENTE., he has been advising and supervising Japan business. Since April 2022, as Chairman of DESCENTE KOREA LTD, he has also been responsible for South Korea business. He has abundant knowledge in the textile industry and experience as executive and is the right person to execute not only Japan but also Asian business strategies, so it is requested that he is elected as a director.</p>				

No.	Name (Date of Birth)	Brief personal history		Number of shares of the Company held
※ 4	 (New Election) Takeshi Shimada (May 31, 1969) Special interest in the Company None	April 1992	Joined DESCENTE LTD.	2,600
		April 2013	Managing Director, SHANGHAI DESCENTE COMMERCIAL CO., LTD	
		April 2018	Manager, le coq sportif BM, DESCENTE LTD.	
		April 2019	Executive Officer, Manager, le coq sportif BM, DESCENTE LTD.	
		April 2020	Executive Officer, Division Manager, le coq sportif Marketing Division, DESCENTE JAPAN LTD.	
		April 2021	Executive Officer, Division Manager, le coq sportif / arena Marketing Division, DESCENTE JAPAN LTD.	
		September 2022	Managing Director, LE COQ SPORTIF (NINGBO) CO., LTD. (current position)	
		April 2023	Senior Executive Officer, Division Manager, Brand Marketing Division (current position)	
<p>(Reason for nomination of candidate for director)</p> <p>After joining the company, Mr. Takeshi Shimada was in charge of domestic sales and corporate planning before being stationed in China for a total of 12 years from 2005. In 2013, he was appointed as General Manager of SHANGHAI DESCENTE COMMERCIAL CO., LTD. which is the core of our China business, and was involved in product planning, production, wholesale, and retail business of "Munsingwear" and "arena" brands. After returning to Japan in 2018, he is responsible for Japan, Korea, and China business of "le coq sportif" and "arena" brands, which are important to our brand strategy, and is responsible for improving the profitability of both brands. We request his election as a director of the Company, as we believe that he has abundant overseas experience as well as the ability to realize the improvement of profitability of the Japanese business as a manager of the Company.</p>				

No.	Name (Date of Birth)	Brief personal history		Number of shares of the Company held
5	 <p data-bbox="176 582 351 635">Tomonori Azuma (March 7, 1960)</p> <p data-bbox="152 669 376 708">Special interest in the Company None</p>	July 1983	Joined Dainichi Kiko, Inc.	-
		August 1984	Joined AZUMA Industrial Co, LTD.as Plant Manager	
		August 1989	Joined Sanwa Technology Research Institute in Management Strategy Department I (Consulting for large enterprises)	
		February 1995	Joined Coca-Cola (Japan) Company, Limited as member of Brand Marketing Team	
		July 2000	Asia-Pacific Chief Marketing Officer, Gallo Japan, Co., Ltd.	
		October 2006	President and Representative Director, Craft Japan K.K.	
		February 2009	President and Representative Director, Santa Fe Natural Tobacco Company Japan K.K.	
		April 2017	President and Representative Director, Galderma K.K.	
		April 2020	Management Strategy Partner (Freelance Consultant) (current position)	
		June 2020	Outside Director, DESCENTE LTD. (current position)	
		January 2021	President and Representative Director, Bacardi Japan LTD. (current position)	
		<p data-bbox="163 879 822 901">(Reason for nomination as candidate for outside director and roles to be expected)</p> <p data-bbox="163 912 1010 1121">Mr. Tomonori Azuma has served as President and Representative Director at a number of companies including Craft Japan, K.K., Santa Fe Natural Tobacco Company Japan K.K., Galderma K.K. and Bacardi Japan Ltd. and he has experienced the management methods of global excellent companies headquartered in Europe and the United States and has demonstrated outstanding management skills. As the Company's outside director, he provides precise advice of the Company's management and supervises the business execution appropriately from the standpoint of global standards based on his extensive experience and deep insight as a corporate manager, so it is requested that he is re-elected as a director.</p>		

No.	Name (Date of Birth)	Brief personal history		Number of shares of the Company held
6	 <p data-bbox="176 680 349 733">Seiji Sato (December 31, 1958)</p> <p data-bbox="152 764 376 803">Special interest in the Company None</p>	April 1982	Joined Tokyo Boeki Ltd. (Now Tokyo Boeki Holdings Corporation)	-
		January 1989	Joined Mitsui Bank, Ltd. (Now Sumitomo Mitsui Banking Corporation)	
		April 2001	Business Alliance Dept., Daiwa Securities SMBC Co., Ltd.(Now Daiwa Securities Co., Ltd.)	
		October 2005	General Manager, Business Alliance Management Dept., Daiwa Securities Co., Ltd.	
		April 2006	Executive Officer (responsible for M&A), Daiwa Securities Co., Ltd.	
		April 2008	Branch Manager, Bangkok Branch, Sumitomo Mitsui Banking Corporation	
		April 2010	Executive Officer and General Manager of Tokyo Corporate Banking Division III, Sumitomo Mitsui Banking Corporation	
		April 2013	Managing Executive Officer responsible for Tokyo Corporate Banking Division III, IV, V And VI, Sumitomo Mitsui Banking Corporation	
		June 2015	Director, Senior Executive Officer and Deputy Financial Officer, Mitsui-Soko Holdings Co., Ltd.	
		April 2016	Vice President and Representative Director, responsible for Corporate Communications Office, Tokyo Star Bank, Ltd.	
		April 2017	President, Tokyo Star Bank, Ltd.	
		April 2020	Senior Advisor, Tokyo Star Bank, Ltd.	
		June 2020	Outside Director, DESCENTE LTD. (current position)	
		August 2020	Senior Advisor, Apollo Management Japan LTD.(Current position)	
		June 2022	Outside Director, TOKYO BOEKI HOLDINGS CORPORATION (Current position)	
<p data-bbox="163 1100 822 1121">(Reason for nomination as candidate for outside director and roles to be expected)</p> <p data-bbox="163 1131 1010 1307">Mr. Seiji Sato gained extensive experience in the financial sector before serving as Director at Mitsui-Soko Holdings Co., Ltd. in the logistics sector and later, in April 2017, becoming President of Tokyo Star Bank, Ltd., where he has demonstrated outstanding management skills. After the election in June 2020, he provides precise advice of the Company's group management from his wide perspective and supervises the business execution appropriately based on his extensive experience as a corporate manager and deep insight in the financial industry, so it is requested that he is re-elected as a director.</p>				

No.	Name (Date of Birth)	Brief personal history		Number of shares of the Company held
7	 <p data-bbox="191 501 337 554">Yasuyo Kasahara (July 20, 1961)</p> <p data-bbox="152 589 376 627">Special interest in the Company None</p>	April 1984	Joined Daimaru Matsuzakaya Department Stores Co., Ltd. (Formerly Daimaru Department Stores Co., Ltd.)	-
		November 1999	Joined World Co., Ltd.	
		November 2005	President, artemis Inc. (current position)	
		April 2017	Expert member of Japan Fashion Color Association, Ladies Wear Section (current position)	
		June 2022	Outside Director, DESCENTE LTD. (current position)	
<p data-bbox="161 722 822 743">(Reason for nomination as candidate for outside director and roles to be expected)</p> <p data-bbox="161 754 1011 1058">Yasuyo Kasahara was involved in sales, buyer assistant and sales promotion of women's apparel at Daimaru Matsuzakaya Department Store Co., Ltd. After 3 years of stationing in Milan, she worked as a central buyer of women's apparel and goods. Since then, in World Co., Ltd. She has not only worked as an Aqua Girl senior buyer, but was also involved in the branding and management business of multi brand stores and expanded its insight. Currently, she is independent and performs apparel branding, buying direction, and other functions as a fashion director, including being involved in the planning and operation of the women's floor in SIXIEME GINZA. She is an expert member of Japan Fashion Color Association, Ladies Wear Section. Her extensive experience and knowledge in women's apparel and retail business is expected to provide appropriate advice and supervision of the execution in the expansion of the DTC business, which we are aiming for in Japan business, so it is requested that she is elected as a director.</p>				

(NOTES)

1. ※ is a new candidate.
2. Tomonori Azuma, Seiji Sato, and Yasuyo Kasahara are the 3 candidates for Outside Director.
3. The following items are related to the candidates for outside directors.
 - I. Outline of Limited Liability Contract

We have entered into an agreement with Tomonori Azuma, Seiji Sato and Yasuyo Kasahara limiting our liability for damages in accordance with the provisions of Paragraph 1 of Article 427 of the Corporate Law. The maximum amount of liability under such agreement is the amount stipulated by law. Once they are elected, we plan to continue the agreement with the same terms.
 - II. Tomonori Azuma, Seiji Sato and Yasuyo Kasahara are independent directors and Audit & Supervisory Board Members registered with the Tokyo Stock Exchange, Inc. in accordance with its regulations. Once they are reappointed, the Company plan to continue to designate them as independent directors.
4. In order to secure high-quality human resources and prevent the shrinkage of the execution of duties, we have entered liability insurance (D&O insurance) contracts with directors of us and our subsidiaries directors (including outside directors), Corporate Auditor (including outside auditors), executive officers, managers, employees, and officers dispatched to outside corporations as insured persons. The insurance contract covers damages caused by insured persons taking responsibility for the execution of their duties or receiving claims related to the pursuit of such responsibilities. However, there is a reason to exempt employees from liability, such as failure to compensate for damages caused by willful misconduct. In the event each of the above candidates assumes the post of director, he/she shall be the insured under the relevant insurance contract. The insurance premiums are borne entirely by the Company, including the rider portion, and there is no substantial burden on the insured. We plan to update the content at the next update.
5. Tomonori Azuma, Seiji Sato and Yasuyo Kahahara are our Outside Director at present, and the number of years since appointment of Tomonori Azuma and Seiji Sato has been 3 years since the conclusion of this annual general meeting of shareholders, 1 year for Yasuyo Kasahara.

(Skill Matrix)

Once the proposal is approved, the executive skill matrix is as follows:

(○ shows outstanding knowledge and/or experience)

Name	A	B	C	D	E	F	G	H	I	J
Shuichi Koseki		○		○	○	○		○		
Masanori Morofuji		○		○	○	○		○		
Motonari Shimizu		○		○	○	○		○		
Takeshi Shimada		○		○	○	○		○	○	
Tomonori Azuma	○	○			○	○		○		
Seiji Sato	○	○	○		○	○		○		
Yasuyo Kasahara	○			○	○	○		○	○	○
Mikio Nakajima		○		○		○	○	○		
Koichi Yoshioka	○					○	○	○		
Akira Matsumoto	○	○	○			○		○		

A : Independence (For outside directors / outside corporate auditors only)

B : Experience as a CEO and/or President

C : Finance and Accounting

D : Knowledge on the industry

E : Sales and Marketing

F : Global Business

G : Legal Affairs

H : Risk and Compliance

I : Retail Business

J : Diversity and Inclusion

Proposal 3: Notice regarding the Amendment of the Transfer Restriction Period under the Restricted Stock Compensation Plan for the Directors of the Company

At the 60th AGM held on June 22, 2017, the Company received approval to introduce a compensation plan for granting restricted transferable shares (the "Compensation Plan"), with an annual limit of two hundred million (200,000,000) JPY and fifty thousand (50,000) shares of common stock, to its Directors (excluding Outside Directors) for the purpose of providing them with incentives to continuously improve the Company's corporate value and to promote further value sharing with our shareholders.

To further motivate each eligible Directors to contribute to the sustainable enhancement of the Company's corporate value by allowing him or her to continue to hold the restricted stock until his or her retirement or resignation, we request your approval to change the Transfer Restriction Period under Compensation Plan to the point at which the eligible director retires or resigns from the Company.

Specifically, the current period of restriction on transfer under the Plan is; "a period between three (3) and five (5) years to be determined in advance by the Board of Directors of the Company," but we request your approval to change the period to; "a period between the time the eligible director retires or resigns from the position of director, executive officer, corporate auditor, employee, advisor or counselor or any other similar position at the Company or its subsidiary". The Company also proposes to make necessary changes to the content of the Restricted Stock Allotment Agreement to be entered into between the Company and the Directors upon the grant of the Restricted Stock. We believe that this proposal is appropriate and in line with our policy for determining the compensation of Directors and Corporate Auditors.

If this proposal is approved as originally proposed, the restricted stocks which has been already granted before this change would like to be changed as well.

If this proposal is approved as originally proposed, there will be no change in the compensation framework for the grant of restricted stock, the total number of shares of common stock of the Company to be issued or disposed of by the subject directors, and the concept of the amount to be paid per share upon the grant of restricted stock, and there will be four subject directors subject to this proposal.

-End-