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Securities Code: 4936
October 11, 2021

To All Shareholders

AXXZIA Inc.
2F Shinjuku Island Wing
6-3-1 Nishi-Shinjuku, Shinjuku-ku, Tokyo
President: Dan Taku

**Notice of Convocation of the
10th Ordinary General Meeting of Shareholders**

Dear Sir or Madam, we would like to sincerely thank you for your continued support.

Notice is hereby given that the 10th Ordinary General Meeting of Shareholders of AXXZIA Inc. ("the Company") will be held as follows.

We request shareholders to refrain from coming to the venue of the General Meeting of Shareholders as much as possible, regardless of their health condition, to prevent the spread of COVID-19.

In lieu of attending the meeting, you may exercise your voting rights in writing or via the Internet. After reviewing the Reference Documents for the General Meeting of Shareholders below, please indicate your approval or disapproval of the proposals on the enclosed Voting Rights Exercise Form either by returning the form or entering your approval or disapproval of the proposals on the voting website designated by the Company (<https://evote.tr.mufg.jp/>). You are kindly requested to exercise your voting rights by 7:00 p.m. on Tuesday, October 26, 2021.

Yours sincerely,

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| 1. Date & time: | Oct. 27, 2021 (Wed.) at 10:00 a.m. (reception starts: 9:00 a.m.) |
| 2. Place | Concord Ballroom, Keio Plaza Hotel Main Building 5F,
2-2-1 Nishi-Shinjuku, Shinjuku-ku, Tokyo
(Please refer to the map at the end of this notice.) |
| 3. Purpose | |
| Items to be reported | <ol style="list-style-type: none">1. Business Report and Consolidated Financial Statements for the 10th Fiscal Year (from August 1, 2020, to July 31, 2021) and Report on the Results of Audit of Consolidated Financial Statements by Accounting Auditor and Board of Corporate Auditors2. Report on the Financial Statements for the 10th Fiscal Year (August 1, 2020, to July 31, 2021) |
| Resolutions | |
| Proposal No. 1 | Partial amendment to the Articles of Incorporation |
| Proposal No. 2 | Appointment of eight (8) directors |

- If any amendments are made to the Reference Documents for the General Meeting of Shareholders, the Business Report, or the Non-Consolidated or Consolidated Financial Statements, the amended information will be posted on the Company's website (<https://axxzia.co.jp>) on the Internet.
- If you attend on the day of the meeting, please submit the enclosed Voting Rights Exercise Form to the receptionist. Also, to save paper, we ask that you bring this Notice of Convocation with you.
- If you wish to exercise your voting rights by proxy, you may exercise your voting rights by appointing one other shareholder with voting rights as your proxy. However, please note that a Proxy Letter for this General Meeting of Shareholders and the Voting Rights Exercise Forms for both yourself and the proxy will need to be submitted.

[Information on disclosure via the Internet]

Pursuant to the provisions of laws and regulations and Article 15 of the Articles of Incorporation, the following matters are not included in this Notice of Convocation, given that the documents listed below are posted on the Company's website (<https://axxzia.co.jp/ir/stock/meeting.html>) on the Internet.

- Business Report: Status of Stock Acquisition Rights, Etc.
Systems for Ensuring the Proper Operation of the Company and the Status of Implementation of the Systems
- Consolidated Financial Statements: Consolidated Statement of Changes in Shareholders' Equity, Etc.
Notes to Consolidated Financial Statements
- Financial Statements: Statement of Changes in Shareholders' Equity, Etc.
Notes to Non-Consolidated Financial Statements




The Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements audited by the Accounting Auditor and Board of Corporate Auditors include the documents provided in this Notice of Convocation and the following documents of the Business Report on the website above: the Status of Stock Acquisition Rights, Etc., Systems for Ensuring the Proper Operation of the Company and the Status of Implementation of the Systems, Consolidated Statement of Changes in Shareholders' Equity, Etc., Notes to Consolidated Financial Statements, Statement of Changes in Shareholders' Equity, Etc., and Notes to Non-Consolidated Financial Statements.



Information on the Exercise of Voting Rights

The right to vote at General Meetings of Shareholders is an important right of all shareholders. Please exercise your voting rights after reviewing the Reference Document for the General Meeting of Shareholders shown below.

There are three ways to exercise your voting rights, as described below.

 <p>If you are attending the General Meeting of Shareholders</p> <p>Please submit the enclosed Voting Rights Exercise Form to the receptionist at the meeting.</p> <p><u>Day and time</u></p> <p>Oct. 27, 2021 (Wed.) 10:00 am (Reception starts: 9:00 am)</p>	 <p>If you are exercising your voting right in writing (by mail)</p> <p>Please indicate your approval or disapproval of each proposal on the enclosed Voting Rights Exercise Form and mail it without a stamp.</p> <p><u>Exercise deadline</u></p> <p>Receipt before 7:00 p.m. Oct. 26, 2021 (Tue.)</p>	 <p>If you are exercising your voting right via the Internet</p> <p>Please follow the instructions on the next page to enter your approval or disapproval of each proposal.</p> <p><u>Exercise deadline</u></p> <p>Entry before 7:00 p.m. Oct. 26, 2021 (Tue.)</p>
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Information on How to Fill Out the Voting Rights Exercise Form

Please enter your approval or disapproval of the proposals here.

Proposal No. 1

- If you agree >> Put circle (○) in the Agree column.
- If you disagree >> Put circle (○) in the Disagree column.

Proposal No. 2

- If you agree with all nominations >> Put circle (○) in the Agree column.
- If you disagree with all nominations >> Put circle (○) in the Disagree column.
- If you disagree with some nominations >> Put circle (○) in the Agree column and fill in the number(s) affixed to the candidates who you do not agree with nominating.

*This is an image of the Voting Rights Exercise Form.

If you exercise your voting rights both by mail (postal mail) and via the Internet, the exercise of voting rights via the Internet will be treated as the valid exercise of voting right. If you exercise your voting rights more than once via the Internet, the last vote will be treated as the valid exercise of voting right.

Information on How to Exercise Voting Rights via the Internet, Etc.

How to scan a QR code

You can log in to the voting website without entering the login ID and temporary password indicated on the Voting Rights Exercise Form.

1. Please scan the QR code on the Voting Rights Exercise Form.



* "QR Code" is a registered trademark of DENSO WAVE Incorporated.

2. Please follow the instructions on the screen to enter your approval or disapproval.



You can only log in once using the QR code.

If you wish to exercise your voting rights again, or if you wish to exercise your rights without using the QR Code, please refer to "How to enter your login ID and temporary password" on the right.

How to enter your login ID and temporary password

Website for exercising your voting right: <https://evote.tr.mufg.jp/>

1. Please access the website for exercising voting rights.
2. Enter the "login ID and temporary password" indicated on the Voting Rights Exercise Form and click on the button.



Enter [Login ID and Temporary Password]

Click [Login]

3. Register a new password.



Enter [New password]

Click [Send]

4. Please follow the instructions on the screen to enter your approval or disapproval.

*The operation screen is an image.

If you have any questions about how to exercise your voting rights via the Internet using a computer, smartphone, please call the phone number on the right.

Help Desk, Securities Agency Department,
Mitsubishi UFJ Trust and Banking Corporation
0120-173-027
(Toll free / Reception hours: 9:00 to 21:00)

Reference Documents for the General Meeting of Shareholders

Proposal No. 1 Partial amendment to the Articles of Incorporation

1. Reason for proposal

We propose to shorten the term of office of Directors from the current two (2) years to one (1) year and make the necessary changes thereof to establish a management system that can respond to future changes in the business environment, clarify management responsibility, and further strengthen corporate governance by increasing opportunities for shareholders to place their trust in the Company.

2. Details of change

The details of the change are as follows.

(Underlined parts indicate changes.)

Current Articles of Incorporation	Proposed change
(Term of office of directors) Article 21 The term of office of Directors shall expire at the conclusion of the Ordinary General Meeting of Shareholders relating to the last fiscal year ending within <u>two (2)</u> years after their election. 2 (Text omitted)	(Term of office of directors) Article 21 The term of office of Directors shall expire at the conclusion of the Ordinary General Meeting of Shareholders relating to the last fiscal year ending within <u>one (1)</u> year after their election. 2 (Same as current)

Proposal No. 2 Appointment of eight (8) directors

If Proposal No. 1, "Partial Amendment to the Articles of Incorporation," is approved as proposed, the terms of office of all eight (8) Directors will expire at the conclusion of this General Meeting of Shareholders. Therefore, we would like to ask for the election of eight (8) Directors, subject to the approval of Proposal No. 1, "Partial Amendment to the Articles of Incorporation."

The candidates for Directors are as described below. Please note that Mr. Yujiro Arakawa and Ms. Reiko Akamine (new appointment) are candidates for Outside Director.

Candidate No.	Full name (Date of birth)	Brief personal history, position and responsibilities at the Company (Status of important concurrent positions)	Number of shares of the Company held
1	Dan Taku (June 18, 1966)	<p>April 1998: Joined AJIS Co., Ltd. February 2002: Joined MORSON JAPAN Co., Ltd. April 2003: Established FEERIQUE Co., Ltd. Appointed as Representative Director August 2010: Established Ingame Co., Ltd. Appointed as Representative Director September 9: Established Online Game Japan Co., Ltd. Appointed as Director December 2011: Established AXXZIA Inc. Appointed as President (current position) June 2014: Established Eagle Finance Inc. Appointed as Director (current position) December 2017: Established Creative Technology Industrial Limited Appointed as Director (current position) April 2018: Established BEAUTIC, Inc. Appointed Representative Director April 2018: Appointed as Chairman of the Board of Xiaozi Cosmetic (Shanghai) Inc. May 2018: Appointed as Chairman of the Board of AXXZIA (Hong Kong) International Limited (current position) March 2019: Established Soui Kokusai Inc. Appointed as Representative Director (current position) February 2020: Appointed as Director of Xiaozi Cosmetic (Shanghai) Inc. (current position)</p> <p>(Current position and responsibilities) President</p> <p>(Important concurrent positions) Director, Xiaozi Cosmetic (Shanghai) Inc. Chairman of the Board, AXXZIA (Hong Kong) International Limited</p>	3,635,000 shares

Candidate No.	Full name (Date of birth)	Brief personal history, position and responsibilities at the Company (Status of important concurrent positions)	Number of shares of the Company held
2	Wang Xiaowei (common name: Xiaowei Amano) (October 17, 1983)	<p>April 2005: Joined Vmark International Co., Ltd. February 2006: Joined Tenso Kogyo Co., Ltd. August 2009: Joined FEERIQUE Co., Ltd. Appointed as Director August 2010: Established Ingame Co., Ltd. Appointed as Director August 2010: Appointed as Director of APLA Co., Ltd. September 2011: Appointed as Representative Director of Online Game Japan Co., Ltd. December 2011: Appointed as Director of AXXZIA Inc. June 2014: Established Eagle Finance Inc. Appointed as Representative Director (current position) December 2017: Established Creative Technology Industrial Limited Appointed as Representative Director (current position) April 2018: Appointed as Director of Xiaozhi Cosmetic (Shanghai) Inc. (current position) May 2018: Appointed as Director of AXXZIA (Hong Kong) International Limited August 2018: Appointed as Vice President of AXXZIA Inc. (current position) March 2019: Appointed as Director of Soui Kokusai Inc. (current position)</p> <p>(Current position and responsibilities) Vice President in charge of Marketing Department</p> <p>(Important concurrent positions) Director, Xiaozhi Cosmetic (Shanghai) Inc. Director, AXXZIA (Hong Kong) International Limited</p>	3,635,000 shares

Candidate No.	Full name (Date of birth)	Brief personal history, position and responsibilities at the Company (Status of important concurrent positions)	Number of shares of the Company held
3	Wu Jun (September 20, 1985)	<p>February 2009: Joined FEERIQUE Co., Ltd. August 2010: Appointed as Auditor of Ingame Co., Ltd. September 2011: Appointed as Auditor of Online Game Japan Co., Ltd. April 2018: Appointed as Director of Xiaozi Cosmetic (Shanghai) Inc. May 2018: Appointed as Director of AXXZIA (Hong Kong) International Limited August 2018: Appointed as Director of AXXZIA Inc. February 2020: Appointed as Director of Xiaozi Cosmetic (Shanghai) Inc. (current position) August 2021: Appointed as Managing Director of AXXZIA Inc. (current position)</p> <hr/> <p>(Current position and responsibilities) Managing Director in charge of Overseas Subsidiaries</p> <hr/> <p>(Important concurrent positions) Director, Xiaozi Cosmetic (Shanghai) Inc. Director, AXXZIA (Hong Kong) International Limited</p>	1,580,000 shares
4	Zhang Hui (April 28, 1983)	<p>June 2012: Joined FEERIQUE Co., Ltd. May 2018: Joined AXXZIA Inc. June 2019: Appointed as Director of AXXZIA Inc. August 2021: Appointed as Managing Director of AXXZIA Inc. (current position)</p> <hr/> <p>(Current position and responsibilities) Managing Director in charge of Domestic Sales Department and Overseas Sales Department</p> <hr/> <p>(Important concurrent positions) Not applicable.</p>	-

Candidate No.	Full name (Date of birth)	Brief personal history, position and responsibilities at the Company (Status of important concurrent positions)	Number of shares of the Company held
5	Masahiro Yoshida (April 18, 1958)	<p>April 1981: Joined Marubeni Corporation October 1991: Appointed as General Manager of Istanbul Branch of Marubeni Corporation October 1995: Seconded to and appointed as General Manager of Osaka Branch, Marubeni Chemix Corp. February 2007: Seconded to and appointed as Director of Jurlique Japan Co., Ltd. March 2009: Appointed as Representative Director of Jurlique Japan Co., Ltd. June 2014: Joined AXXZIA Inc. August 2018: Appointed as Director of AXXZIA Inc. (current position)</p> <p>(Current position and responsibilities) Director in charge of Manufacturing Department</p> <p>(Important concurrent positions) Not applicable.</p>	-
6	Yasuhito Fukui (October 29, 1965)	<p>April 1988: Joined The Daiwa Bank, Limited (currently Resona Bank, Limited) July 1998: Joined The Nomura Trust & Banking Co., Ltd. October 2015: Joined AEON Bank, Ltd. September 2018: Joined AXXZIA Inc. June 2019: Appointed as Director of AXXZIA (current position)</p> <p>(Current position and responsibilities) Director and General Manager of Administration Department</p> <p>(Important concurrent positions) Not applicable.</p>	-

Candidate No.	Full name (Date of birth)	Brief personal history, position and responsibilities at the Company (Status of important concurrent positions)	Number of shares of the Company held
7	Yujiro Arakawa (November 3, 1971)	<p>April 2000: Joined Kitahama Partners January 2009: Appointed as Partner of Kitahama Partners January 2016: Appointed as Representative Partner of Kitahama Partners (current position) June 2019: Appointed as Outside Director of AXXZIA Inc. (current position)</p> <hr/> <p>(Important concurrent positions) Representative Partner of Kitahama Partners</p>	-
<div>New appointment</div> 8	Reiko Akamine (August 23, 1958)	<p>October 1990: Joined Emas Co., Ltd. June 2000: Joined C'bon Cosmetics Co., Ltd. June 2005: Appointed as Executive Officer and General Manager of Administrative Department in charge of Systems of C'bon Cosmetics Co., Ltd. February 2007: Appointed as General Manager of Sales Headquarters of C'bon Cosmetics Co., Ltd. June 2008: Appointed as Director in charge of Sales Promotion Department of C'bon Cosmetics Co., Ltd. June 2013: Appointed as Director and Executive Officer in charge of Direct Sales Department of C'bon Cosmetics Co., Ltd. July 2016: Joined M. H. Group, Ltd. September 2016: Appointed as Vice President of M. H. Group, Ltd. September 2017: Appointed as Representative Director and President of M. H. Group, Ltd. (current position)</p> <hr/> <p>(Important concurrent positions) Representative Director and President of M. H. Group, Ltd.</p>	-

(Notes)

- There is no special interest between each candidate for director and the Company.
- Vice President Wang Xiaowei (common name: Xiaowei Amano) is the spouse of President Dan Taku.
- Mr. Yujiro Arakawa and Ms. Reiko Akamine are candidates for Outside Directors. The Company has registered Mr. Yujiro Arakawa, a candidate for Director, as an Independent Director, which is required by the Tokyo Stock Exchange (TSE) to be secured, with the TSE. If Mr. Arakawa is appointed as a Director, the Company plans to continue to designate him an Independent Director. In addition, the Company plans to newly register Ms. Reiko Akamine as an Independent Director if she assumes office as a director.
- Mr. Yujiro Arakawa possesses extensive experience and wide range of knowledge as a lawyer and provides advice and supervision based on his practical experience. The Company asks for the continued election of Mr. Arakawa as an Outside Director, judging that it can be expected that he will contribute to the enhancement of the Company's corporate value by monitoring and supervising the Company's management from a neutral and objective standpoint. Mr. Arakawa was appointed as an Outside Director of the Company in June 2019, and his term of office is two (2) years. Although Mr. Arakawa has never been involved in the management of a company (including foreign companies) in the past other than as an Outside Director or Outside Corporate Auditor, the Company believes that he can appropriately perform his duties as an Outside Director for the reasons stated above.
- Ms. Reiko Akamine possesses extensive experience and a high level of insight cultivated as a corporate manager, having been appointed as Representative Director and President of M. H. Group in September 2017. The Company asks for the election of Ms. Akamine as a candidate for Outside Director, judging that it can be expected that she will perform a sufficient role in ensuring the soundness of and strengthening the Company's management decision-making by providing useful opinions and candid remarks based on her extensive experience and high level of insight related to corporate management.
- Pursuant to the provision of Article 427, Paragraph 1 of the Companies Act, the Company has entered into an agreement with Mr. Yujiro Arakawa to limit his liability for damages under Article 423, Paragraph 1 of the same Act. The maximum amount of liability for damages under the said agreement is the minimum liability amount stipulated in Article 425, Paragraph 1 of the Companies Act, and if his reappointment is approved, the Company plans to continue the said agreement with him. In addition, the Company intends to enter into a similar liability limitation agreement with Ms. Reiko Akamine if she is elected.
- The Company has entered into a liability insurance contract for Officers, etc. with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The summary of the details of the said insurance contract is described on page 22 of the Business Report. If the election of each director candidate is approved, each of them will continue to be insured under the relevant insurance policy. In addition, the insurance policy is scheduled to be renewed with the same terms at the time of the next renewal.