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Securities Code: 2305

May 9, 2022

To our shareholders:

Shunsuke Makino, President & Representative Director
STUDIO ALICE Co., Ltd.
8-17, Umeda 1-chome, Kita-ku, Osaka City

Notice of the 48th Annual General Meeting of Shareholders

It is our pleasure to inform you that the 48th Annual General Meeting of Shareholders of STUDIO ALICE Co., Ltd. (the “Company”) will be held as below.

You may exercise your voting rights in writing or via the internet, etc. instead of attending the meeting in person. Please review the Reference Documents for the General Meeting of Shareholders as below and exercise your voting rights by no later than 6:00 p.m., Wednesday, May 25, 2022, in accordance with the instructions below.

1. Date and Time: Thursday, May 26, 2022, at 10:00 a.m.

2. Venue: Naniwa Hall, 20th Floor of Hotel Granvia Osaka
1-1, Umeda 3-chome, Kita-ku, Osaka City

3. Purpose of the Meeting

Matters to be reported:

1. Business Report, Consolidated Financial Statements, and Audit Reports of Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board for the 48th Fiscal Term (from March 1, 2021, to February 28, 2022)
2. Non-Consolidated Financial Statements for the 48th Fiscal Term (from March 1, 2021, to February 28, 2022)

Matters to be resolved:

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|-----------------------|---|
| Proposal No. 1 | Appropriation of Surplus |
| Proposal No. 2 | Amendment to the Articles of Incorporation |
| Proposal No. 3 | Election of Six (6) Directors (Excluding Directors Who Are Audit & Supervisory Board Members) |
| Proposal No. 4 | Election of Three (3) Directors Who Are Audit & Supervisory Board Members |

1. Please see **the next page for the measures to prevent further spread of COVID-19 infections and the discontinuation of gifts at the General Meeting of Shareholders.**
2. Any amendments to the Reference Documents for the General Meeting of Shareholders and the Business Report, as well as non-consolidated financial statements and consolidated financial statements, will be posted on the Company’s website (<https://www.studio-alice.co.jp/>).
3. When attending the meeting in person, please submit the enclosed Exercise of Voting Rights Form to the reception desk. In addition, please bring this notice to conserve resources.

The Company decided to stop distributing gifts starting from the 46th Annual General Meeting of Shareholders, from the viewpoint of ensuring fairness between the shareholders who attend the General Meeting of Shareholders and those who have difficulty attending. Your understanding would be greatly appreciated.

Regarding the measures to prevent further spread of COVID-19 infections

<Request for the shareholders>

- In the wake of the spread of COVID-19 infections, the Company **recommends that shareholders refrain from attending the General Meeting of Shareholders in person and exercise their voting rights in writing (by mail) or via the Internet, etc. this year** to avoid the risk of COVID-19 infection.
- We request that elderly or pregnant shareholders or those with pre-existing conditions who are considered likely to be more severely affected by COVID-19 infection make a particularly careful decision.
- If you are planning to attend the General Meeting of Shareholders, please pay extra attention to your health condition up to the day of the meeting. In case you feel unwell due to a cold or fever, etc., you are requested to refrain from attending the General Meeting of Shareholders.
- We ask that shareholders attending the meeting take precautions such as wearing masks.
- We also request that shareholders use hand sanitizer to disinfect when entering the venue.

<Measures to be taken on the day>

- The Company's officers and administrative staff who will be present at the General Meeting of Shareholders will wear masks (some staff will also wear gloves).
- Hand sanitizer will be provided at various places, including the reception desk.
- We will check temperatures at the reception desk. The administrative staff may ask those with a fever of 37.5 degrees Celsius or higher or who otherwise appear to be unwell to refrain from entering the venue.
- We will not provide a waiting room or drinks for shareholders this year.
- We may take additional precautionary measures against infections at the venue of the general meeting depending on the situation.

If future developments necessitate changes to the above, such changes will be posted on the Company's website (<http://studio-alice.irbridge.com/ja/Stock/StockholderMtg.html>).

Discontinuation of gifts at the General Meeting of Shareholders

Following on from the 46th Annual General Meeting of Shareholders, no gifts will be handed out to shareholders from the viewpoint of ensuring fairness between the shareholders who attend the General Meeting of Shareholders and those who have difficulty attending.

Your understanding would be greatly appreciated.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1 Appropriation of Surplus

The Company considers the return of profits to its shareholders to be one of the most important management issues. Our basic policy is to provide stable return of profits with a target dividend payout ratio of 33.3% of net income attributable to owners of the parent while taking into consideration operating results, and we will also pay attention to improving financial stability and securing internal reserves to prepare for investment for future growth. In accordance with the above policy, the Company proposes the appropriation of surplus for the fiscal year as follows:

Year-end dividends

- (1) Type of dividend property
To be paid in cash.
- (2) Allotment of dividend property to shareholders and their aggregate amount
¥70 per common share of the Company
Total amount of dividend: ¥1,188,879,510
- (3) Effective date of dividends of surplus
May 27, 2022

Proposal No. 2 Amendment to the Articles of Incorporation

1. Reasons for the Amendment

The Company proposes the following changes to its Articles of Incorporation given that it will introduce a system for providing informational materials in electronic format for the General Meeting of Shareholders, in accordance with revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) taking effect on September 1, 2022.

- (1) The Company proposes establishment of paragraph (1) of the proposed amendment of Article 18 (Measures for Providing Information in Electronic Format, Etc.), given its obligation to have the Articles of Incorporation state that it will take measures for providing in electronic format information that constitutes the content of reference documents for the General Meeting of Shareholders, etc.
- (2) The Company proposes establishment of paragraph (2) of the proposed amendment of Article 18 (Measures for Providing Information in Electronic Format, Etc.), so that it will be able to set limits within the scope prescribed by Ordinance of the Ministry of Justice with respect to matters stated in documentation delivered to shareholders who have requested delivery of documentation, among matters for which measures are to be taken for providing in electronic format information that constitutes the content of reference documents for the General Meeting of Shareholders, etc.
- (3) The Company proposes deletion of Article 18 (Internet Disclosure and Deemed Provision of Reference Documents of the General Meeting of Shareholders, Etc.) of the current Articles of Incorporation given that provisions thereof become unnecessary upon introduction of the system for providing informational materials in electronic format for the General Meeting of Shareholders.
- (4) The Company proposes establishment of supplementary provisions regarding the effect of the aforementioned newly established and deleted provisions.

2. Details of the Amendments

The following are the details of the amendments.

(Underline indicates amended portions)

Current Articles of Incorporation	Proposed Amendments
<p><u>Article 18. (Internet Disclosure and Deemed Provision of Reference Documents of the General Meeting of Shareholders, Etc.)</u> <u>When the Company convenes a general meeting of shareholders, if it discloses information that is to be stated or indicated in the reference documents of the general meeting of shareholders, business report, financial statements and/or consolidated financial statements through the internet in accordance with the provisions prescribed by the Ordinance of the Ministry of Justice, it may be deemed that the Company has provided this information to shareholders.</u></p>	<p>(Deleted)</p>

Current Articles of Incorporation	Proposed Amendments
(Newly established)	<p data-bbox="807 215 1441 282"><u>Article 18. (Measures for Providing Information in Electronic Format, Etc.)</u></p> <ol data-bbox="836 286 1441 819" style="list-style-type: none"> <li data-bbox="836 286 1441 495">1. <u>When the Company convenes a general meeting of shareholders, it shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.</u> <li data-bbox="836 499 1441 819">2. <u>Among the matters for which measures for electronic provision are to be taken, the Company may not state those stipulated by Ordinance of the Ministry of Justice, either in their entirety or a portion thereof, in its documentation delivered to shareholders who have requested delivery of documentation until the record date associated with the voting rights.</u>

Current Articles of Incorporation	Proposed Amendments
<p>(Newly established)</p>	<p>(Supplementary Provisions) <u>Article 2. (Transitional Measures for Providing Informational Materials for the General Meeting of Shareholders in Electronic Format)</u></p> <ol style="list-style-type: none"> <li data-bbox="836 353 1441 891">1. <u>Deletion of Article 18 (Internet Disclosure and Deemed Provision of Reference Documents of the General Meeting of Shareholders, Etc.) of the pre-amended Articles of Incorporation and establishment of the new Article 18 (Measures for Providing Information in Electronic Format, Etc.) in the amended Articles of Incorporation shall be effective from September 1, 2022, which is the date of enforcement of the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (hereinafter referred to as the “Date of Enforcement”).</u> <li data-bbox="836 898 1441 1211">2. <u>Notwithstanding the provisions of the preceding paragraph, Article 18 (Internet Disclosure and Deemed Provision of Reference Documents of the General Meeting of Shareholders, Etc.) of the pre-amended Articles of Incorporation shall remain effective regarding any general meeting of shareholders held on a date within six months from the Date of Enforcement.</u> <li data-bbox="836 1218 1441 1429">3. <u>These Supplementary Provisions shall be deleted on the date when six months have elapsed from the Date of Enforcement or three months have elapsed from the date of the general meeting of shareholders in the preceding paragraph, whichever is later.</u>

Proposal No. 3 Election of Six (6) Directors (Excluding Directors Who Are Audit & Supervisory Board Members)

The terms of office of all six (6) Directors (excluding Directors who are Audit & Supervisory Board Members; applicable to the rest of this proposal) will expire at the conclusion of this meeting. Therefore, the Company proposes the election of six (6) Directors.

Regarding this proposal, the Company's Audit & Supervisory Board has judged that all the candidates for Director are fit for their roles.

The candidates for Director are as follows:

Candidate No.	Name		Current position and responsibility in the Company
1	Masatsugu Motomura	Reelection	Chairman of the Board
2	Shunsuke Makino	Reelection	President & Representative Director
3	Naohiko Muneoka	Reelection	Vice President & Director General Manager of Operations Division I
4	Toru Takahashi	Reelection Outside	Outside Director
5	Michiharu Kono	Reelection Outside	Outside Director
6	Hironori Momose	New election Outside	—

Reelection: candidate for reelection, New election: candidate for new election, and Outside: candidate for outside Director

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Masatsugu Motomura (September 3, 1944) Reelection	Oct. 1976 President & Representative Director of Nippo Co., Ltd. (presently the Company) Mar. 2009 Chairman & Representative Director of the Company Mar. 2017 Director & Chairman (current position)	512,700 shares
	<p>[Reasons for nomination as candidate for Director] Mr. Motomura serves as a psychological pillar of the Company as the founder and makes management decisions from a broad perspective. He grew the Kids Photo Studio business significantly and established it as a core of the Company's business. We believe such track record and management decisions will continue to contribute to improving the Company's business performance and, accordingly, request his election as Director.</p>		
2	Shunsuke Makino (September 28, 1962) Reelection	Apr. 1985 Joined the Company Nov. 1998 Executive Officer Mar. 2002 Director Mar. 2005 Managing Director Jan. 2008 Managing Director, Head of Products Headquarters Jan. 2010 Senior Managing Director, Head of Products Headquarters Jan. 2013 Senior Managing Director, Head of Sales Headquarters Oct. 2018 President & Representative Director, Head of Sales Headquarters Feb. 2019 President & Representative Director (current position) (President & Representative Director of Studio Alice Korea Co., Ltd.)	56,115 shares
	<p>[Reasons for nomination as candidate for Director] Mr. Makino is well versed in the Company's businesses overall based on experience acquired in the technology division over many years since joining the Company. He also served as the Head of Products Headquarters and Sales Headquarters, which allowed him to gain a wealth of experience and broad perspective. He currently spearheads the Company as a whole in the capacity of President & Representative Director. We believe such experience and track record will continue to contribute to improving the Company's business performance and, accordingly, request his election as Director.</p>		

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Naohiko Muneoka (October 27, 1955) Reelection	<p>Apr. 1979 Joined Izumiya Co., Ltd.</p> <p>Mar. 1997 Office of the President, in charge of Corporate Planning</p> <p>May 2001 Joined the Company</p> <p>Apr. 2005 Executive Officer</p> <p>Mar. 2007 Director, Head of Human Resources Department</p> <p>Jan. 2015 Managing Director, Head of Administrative Headquarters, Head of Human Resources Department, and Head of Corporate Planning Office</p> <p>Oct. 2018 Senior Managing Director, Head of Administrative Headquarters, Officer in charge of Sales Planning Office, and Head of Human Resources Department</p> <p>Feb. 2019 Senior Managing Director, Head of Administrative Headquarters and General Manager of Human Resources Department</p> <p>Sept. 2020 Senior Managing Director, General Manager of Operations Division I</p> <p>May 2021 Vice President & Director, General Manager of Operations Division I (current position)</p> <p>(President & Representative Director of Alice Career Service Company)</p>	7,634 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>Mr. Muneoka has been contributing to the establishment and reform of human resources systems by capitalizing on his experience in sales and corporate planning in the retail industry over many years and professional knowledge in the human resources area. He has a broad perspective in the administrative area, in particular, and currently leads the administrative division as General Manager of Operations Division I.</p> <p>We believe such experience and track record will continue to contribute to improving the Company's business performance and, accordingly, request his election as Director.</p>			
4	Toru Takahashi (November 24, 1951) Reelection Outside	<p>Apr. 1975 Joined the Fuji Photo Film Co., Ltd. (current FUJIFILM Corporation)</p> <p>June 2007 Corporate Vice President and General Manager of Recording Media Division of FUJIFILM Corporation, and President of FUJIFILM Recording Media Manufacturing U.S.A., Inc.</p> <p>June 2011 Director, Senior Vice President and Deputy General Manager of Corporate Planning Headquarters of FUJIFILM Corporation</p> <p>June 2012 Director, Senior Vice President of FUJIFILM Corporation, President of FUJIFILM Europe GmbH and President of FUJIFILM Europe B.V.</p> <p>Nov. 2016 Director of FUJIFILM Holdings Corporation Director, Senior Vice President in charge of Imaging Solutions Division of FUJIFILM Corporation</p> <p>May 2018 Outside Director of the Company (current position)</p>	1,075 shares
<p>[Reasons for nomination as candidate for outside Director and overview of expected roles]</p> <p>We believe Mr. Takahashi's varied experience in Japan and abroad and knowhow accumulated over many years in the photo industry will continue to contribute to the Company's businesses and improve business performance. He also has perspective as a business executive and thus we expect him to provide advice and suggestions to ensure reasonableness and appropriateness of management decision-making from an objective standpoint. Accordingly, we ask his reelection as outside Director.</p> <p>At the conclusion of this meeting, Mr. Takahashi's tenure as outside Director of the Company will have been four years.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
5	Michiharu Kono (July 28, 1964) Reelection Outside	<p>Apr. 1987 Joined the Fuji Photo Film Co., Ltd. (current FUJIFILM Corporation)</p> <p>July 2010 Chief Executive Officer of FUJIFILM Holdings Australasia Pty Ltd</p> <p>June 2012 General Manager of Advertising Division of FUJIFILM Corporation</p> <p>June 2014 General Manager of Wide-Area Mass Market Sales Division and General Manager of Special Sales Division of FUJIFILM Imaging Systems Co., Ltd.</p> <p>July 2016 Director, Corporate Vice President and General Manager of Photo Imaging Solutions Division of FUJIFILM Imaging Systems Co., Ltd.</p> <p>Dec. 2019 General Manager of Imaging Solutions Division of FUJIFILM Corporation Part-time Director of FUJIFILM Imaging Systems Co., Ltd. (current position)</p> <p>May 2020 Outside Director of the Company (current position)</p> <p>Apr. 2021 Corporate Vice President, Deputy General Manager of Imaging Solutions Division of FUJIFILM Corporation (current position)</p>	—
<p>[Reasons for nomination as candidate for outside Director and overview of expected roles] We believe Mr. Kono's varied experience in Japan and abroad and knowhow accumulated over many years in the photo industry will contribute to the Company's businesses and improve business performance. He also has perspective as a business executive and thus we expect him to provide advice and suggestions to ensure reasonableness and appropriateness of management decision-making from an objective standpoint. Accordingly, we ask his reelection as outside Director. At the conclusion of this meeting, Mr. Kono's tenure as outside Director of the Company will have been two years.</p>			
6	Hironori Momose (September 15, 1961) New election Outside	<p>Apr. 1985 Joined Nomura Securities Co., Ltd.</p> <p>Apr. 2008 Executive Officer, Head of Osaka Branch Office</p> <p>Oct. 2008 Senior Managing Director, Head of Osaka Branch Office</p> <p>Apr. 2010 Senior Managing Director in charge of Corporate Finance</p> <p>Apr. 2013 Senior Corporate Managing Director and Head of Osaka Branch Office</p> <p>Apr. 2016 Executive Vice President to Osaka and Head of Osaka Branch Office</p> <p>Apr. 2017 Executive Vice President to Osaka</p> <p>Apr. 2019 Advisor</p> <p>June 2019 Vice Chairman, Member of the Board of Nomura Research Institute, Ltd. (current position)</p> <p>Mar. 2022 External Director of FUJIO FOOD GROUP INC. (current position)</p>	—
<p>[Reasons for nomination as candidate for outside Director and overview of expected roles] We believe Mr. Momose will apply to Company management his wealth of experience and knowhow accumulated in the securities industry over many years serving as an officer in the securities industry. He also has perspective as a business executive and thus we expect him to appropriately provide managerial oversight for the sake of enhancing the Company's sustainable growth and increasing its medium- to long-term corporate value. Accordingly, we request his election as outside Director.</p>			

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. Mr. Toru Takahashi, Mr. Michiharu Kono and Mr. Hironori Momose are candidates for outside Director.
 3. FUJIFILM Corporation is the second largest shareholder of the Company and a specified affiliated business operator with a business partnership agreement in place with the Company.
 4. Mr. Toru Takahashi was an executive Director of FUJIFILM Corporation until June 29, 2017, and served as its advisor until September 29, 2017.

5. Mr. Michiharu Kono is currently a person executing business in FUJIFILM Corporation. He received remuneration, etc., as a business executor from the company and is expected to continue to do so.
6. The Company engages in transactions in merchandise, etc., with FUJIFILM Group, however they accounted for less than 2% of consolidated net sales in the most recent fiscal year for both groups. Accordingly, we judge that the independence of Mr. Toru Takahashi and Mr. Michiharu Kono is ensured.
7. Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has stipulated in the Articles of Incorporation that the Company may enter into an agreement with Directors (excluding executive Directors, etc.) to limit their liability for damages resulting from negligence of duties with the maximum amount being the amount provided for by the pertaining laws and regulations.

The Company has entered into the aforementioned agreement with Mr. Toru Takahashi and Mr. Michiharu Kono. If their reelection is approved, the Company plans to renew the aforementioned agreement with them. In addition, if the election of Mr. Hironori Momose is approved, the Company plans to enter into the aforementioned agreement with him.

The defined maximum amount of liability for damages under the aforementioned agreement shall be the amount provided for by the pertaining laws and regulations, and limitation of liability shall be permitted only when such non-executive Director performs duties in good faith and without gross negligence that caused the liability.
8. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company, to which all of its Directors are listed as insured parties. The policy covers damages that could arise if an insured Director were to incur liability for the execution of his or her duties or otherwise were to become subject to a claim pursuing such liability. However, the policy is subject to certain grounds for exemption including no coverage for any damages arising due to intentional or gross negligence. Each candidate is to become listed as an insured party under the insurance policy upon his or her appointment as Director. The Company will furthermore renew the insurance policy during terms of office.
9. The stated number of the Company's shares owned by each candidate includes personal stakes in the Studio Alice Officer Stock Ownership Plan.

Proposal No. 4 Election of Three (3) Directors Who Are Audit & Supervisory Board Members

The terms of office of all three (3) Directors who are Audit & Supervisory Board Members will expire at the conclusion of this meeting. Therefore, the Company proposes the election of three (3) Directors who are Audit & Supervisory Board Members.

The consent of the Audit & Supervisory Board has been obtained for this proposal.

Candidates for Director who are Audit & Supervisory Board Members are as follows:

Candidate No.	Name		Current position and responsibility in the Company
1	Susumu Sakashita	Reelection Outside Independent	Outside Director (full-time Audit & Supervisory Board Member)
2	Sayaka Amemiya	Reelection Outside Independent	Outside Director (Audit & Supervisory Board Member)
3	Akihiko Masuda	Reelection Outside Independent	Outside Director (Audit & Supervisory Board Member)

Reelection: candidate for reelection, Outside: candidate for outside Director, and Independent: independent officer according to the provisions of the stock exchange

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Susumu Sakashita (January 8, 1943) Reelection Outside Independent	Apr. 1966 Joined Gadelius Shokai Jan. 1995 Director of ABB Gadelius K.K. Sept. 1995 Representative Director and Vice President of ABB Co., Ltd. Aug. 1999 Director of ABB Alstom Power K.K. Oct. 2001 Director of Alstom Co., Ltd. May 2019 Outside Director (full-time Audit & Supervisory Board Member) of the Company (current position)	821 shares
		<p>[Reasons for nomination as candidate for outside Director who is an Audit & Supervisory Board Member and overview of expected roles]</p> <p>Mr. Sakashita has broad knowledge in design, manufacturing, sales, and export of power generation equipment over many years, as well as experience as a business executive, and thus is able to provide opinions and advice to the management from an independent and objective standpoint. The Company judges him to be able to fulfill duties as outside Director who is an Audit & Supervisory Board Member, and accordingly request his election.</p> <p>At the conclusion of this meeting, Mr. Sakashita's tenure as outside Director of the Company will have been three years.</p>	
2	Sayaka Amemiya (August 12, 1978) Reelection Outside Independent	Mar. 2003 Graduated from Faculty of Law, Kyoto University Sept. 2004 Registered as attorney at law Oct. 2004 Joined Yodoyabashi & Yamagami LPC (current position) Mar. 2015 Outside Auditor of the Company Mar. 2016 Outside Director (Audit & Supervisory Board Member) (current position) Aug. 2020 Outside Director (Audit & Supervisory Committee Member) of TONE CO., LTD. (current position) (Attorney at Yodoyabashi & Yamagami LPC) Outside Director (Audit & Supervisory Committee Member) of TONE CO., LTD.	646 shares
		<p>[Reasons for nomination as candidate for outside Director who is an Audit & Supervisory Board Member and overview of expected roles]</p> <p>Ms. Amemiya has a wealth of professional knowledge and experience as an attorney at law and is well versed in corporate legal affairs. The Company expects her to provide the management with opinions and advice and, accordingly, has nominated her. She has never in the past been involved in the management of a company except as an outside officer. However, the Company judges she will be able to appropriately fulfill her duties as an outside Director who is an Audit & Supervisory Board Member based on the above reasons, and thus request her election as outside Director who is an Audit & Supervisory Board Member.</p> <p>At the conclusion of this meeting, Ms. Amemiya's tenure as outside Director of the Company will have been Six years and two months.</p>	

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Akihiko Masuda (January 1, 1959) Reelection Outside Independent	<p>Oct. 1986 Joined Showa Ota & Co. (current Ernst & Young ShinNihon LLC)</p> <p>Mar. 1990 Registered as Certified Public Accountant</p> <p>Oct. 2007 Head of the Steering Committee for Kinki Accountancy Education Bodies of the Japanese Institute of Certified Public Accountants</p> <p>July 2009 Senior Partner of ShinNihon LLC (current Ernst & Young ShinNihon LLC)</p> <p>June 2013 Deputy Chairman of the Japanese Institute of Certified Public Accountants Kinki Chapter</p> <p>July 2013 Director of the Japanese Institute of Certified Public Accountants (current position)</p> <p>July 2016 Executive Board Member of the Japanese Institute of Certified Public Accountants</p> <p>May 2020 Outside Director (Audit & Supervisory Board Member) (current position)</p>	275 shares
<p>[Reasons for nomination as candidate for outside Director who is an Audit & Supervisory Board Member and overview of expected roles]</p> <p>Mr. Masuda has a wealth of professional knowledge and experience as a certified public accountant. The Company expects him to provide management with opinions and advice and, accordingly, has nominated him. He has never in the past been involved in the management of a company except as an outside officer. However, the Company judges he will be able to appropriately fulfill his duties as an outside Director who is an Audit & Supervisory Board Member based on the above reasons, and thus request his election as outside Director who is an Audit & Supervisory Board Member. At the conclusion of this meeting, Mr. Masuda's tenure as outside Director of the Company will have been two years.</p>			

- Notes:
- There is no special interest between any of the candidates and the Company.
 - Mr. Susumu Sakashita, Ms. Sayaka Amemiya, and Mr. Akihiko Masuda are candidates for outside Director.
 - The Company has submitted notification to the Tokyo Stock Exchange that Mr. Susumu Sakashita and Mr. Akihiko Masuda were designated as independent officers as provided for by the aforementioned exchange. If their reelections are approved, the Company plans to continue to designate them as independent officers. Also, if the reelection of Ms. Sayaka Amemiya is approved, the Company plans to newly designate her as an independent officer.
 - The Company has entered into an advisory contract with Yodoyabashi & Yamagami LPC, to which Ms. Sayaka Amemiya belongs, however business transactions account for less than 1% of net sales for both the Company and Yodoyabashi & Yamagami LPC.
 - Pursuant to the provisions of Article 427, paragraph (1) of the Companies Act, the Company has stipulated in the Articles of Incorporation that the Company may enter into an agreement with Directors (excluding executive Directors, etc.) to limit their liability for damages resulting from negligence of duties with the maximum amount being the amount provided for by the pertaining laws and regulations. The Company has entered into the aforementioned agreement with Mr. Susumu Sakashita, Ms. Sayaka Amemiya and Mr. Akihiko Masuda. If their reelection is approved, the Company plans to renew the aforementioned agreement with them. The defined maximum amount of liability for damages under the aforementioned agreement shall be the amount provided for by the pertaining laws and regulations, and limitation of liability shall be permitted only when such non-executive Director performs duties in good faith and without gross negligence that caused the liability.
 - The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company, to which all of its Directors are listed as insured parties. The policy covers damages that could arise if an insured Director were to incur liability for the execution of his or her duties or otherwise were to become subject to a claim pursuing such liability. However, the policy is subject to certain grounds for exemption including no coverage for any damages arising due to intentional or gross negligence. Each candidate is to become listed as an insured party under the insurance policy upon his or her appointment as Director. The Company will furthermore renew the insurance policy during terms of office.
 - The stated number of the Company's shares owned by each candidate includes personal stakes in the Studio Alice Officer Stock Ownership Plan.

(Reference) Skill Matrix of the Board of Directors after the General Meeting of Shareholders

The Skill Matrix of the Board of Directors is as follows, assuming that Proposal No. 3 and Proposal No. 4 gain approval as proposed.

	Name	Position in the Company	Outside Independent	Main knowledge, experience and capabilities						
				Corporate management	Strategy planning	Finance and accounting	Compliance Legal affairs	Global	Product development	Marketing and sales
Proposal No. 3	Masatsugu Motomura	Chairman of the Board		○	○			○	○	○
	Shunsuke Makino	President & Representative Director		○	○			○	○	○
	Naohiko Muneoka	Vice President & Director		○	○	○	○			○
	Toru Takahashi	Director		○				○		○
	Michiharu Kono	Director		○						○
	Hironori Momose	Director		○	○					
Proposal No. 4	Susumu Sakashita	Director (Full-time Audit & Supervisory Board Member)	○	○				○		○
	Sayaka Amemiya	Director (Audit & Supervisory Board Member)	○				○			
	Akihiko Masuda	Director (Audit & Supervisory Board Member)	○			○				