



NOTICE OF THE CONVOCATION OF THE 31ST ANNUAL SHAREHOLDERS' MEETING

■ Date and Time:

Friday, June 26, 2026
3:00 p.m.

■ Venue:

Keidanren Kaikan
Conference Rooms #401-402
1-3-2 Otemachi, Chiyoda-ku, Tokyo

Shareholders unable to attend

Please review the reference documents and exercise your voting rights either by mailing the enclosed ballot, or via the internet.

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The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

Digital Arts Inc.
(Securities Code: 2326)

Dear Shareholders:

Securities Code: 2326

June 5, 2026

(Date of commencement of electronic provision
measures: May 29, 2026)

1-5-1 Otemachi Chiyoda-ku, Tokyo

D i g i t a l A r t s I n c .

Toshio Dogu

Representative Director, President and Chief Executive Officer

NOTICE OF THE CONVOCAION OF THE 31ST ANNUAL SHAREHOLDERS' MEETING

You are cordially invited to attend the 31st Annual Shareholders' Meeting of Digital Arts Inc. (the "Company").

In convening this shareholders' meeting, the Company has taken measures for electronic provision of information and posted matters to be provided electronically as "NOTICE OF THE CONVOCAION OF THE 31ST ANNUAL SHAREHOLDERS' MEETING" on the following website on the Internet.

The Company's website <https://www.daj.jp/ir/stock/meeting/>



The matters to be provided electronically will be posted on the website of Tokyo Stock Exchange Inc. (TSE) in addition to the above website. Please review this information by accessing the following TSE website (Listed Company Search) and search the Issue name (Digital Arts) or the Company's Code (2326), and select [Basic information] and then [Documents for public inspection/PR information].

TSE website

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>



If you do not expect to attend the Meeting, you may exercise your voting rights electronically or in writing. After reviewing the Reference Documents for the Shareholders' Meeting posted in matters to be provided electronically, please exercise your voting rights by no later than 7:00 p.m. on Thursday, June 25, 2026 (Japan time).

Company Orientation Invitation to the orientation	After the Annual Shareholders' Meeting, we plan to deliver an orientation about the company still in the same venue, with the aim of giving shareholders a better understanding of the Company. Shareholders who have the time are invited to attend this orientation as well as the Annual Shareholders' Meeting.
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Details are as follows:

1	Date and Time	Friday, June 26, 2026 at 3:00 p.m. (JST) * Reception desk will open at 2:30 p.m. (JST) Please note that this year's event will commence two hours later than the usual time.
2	Venue	Keidanren Kaikan Conference Rooms #401-402 Located at 1-3-2 Otemachi, Chiyoda-ku, Tokyo
3	Agenda	Matters to be Reported 1. Business review and Consolidated Financial Statements for FY2025 (April 1, 2025 – March 31, 2026) and report by the Accounting Auditor and the Audit and Supervisory Board on the audit results of the Consolidated Financial Statements 2. Non-Consolidated Financial Statements for FY2025 (April 1, 2025 – March 31, 2026) Matters to be Resolved Proposed Resolution 1: Appropriation of Surplus Proposed Resolution 2: Election of Two (2) Directors (Excluding Directors Who Are Audit and Supervisory Board Members) Proposed Resolution 3: Election of Two (2) Directors Who Are Audit and Supervisory Board Members Proposed Resolution 4: Partial Amendment of the Restricted Stock Compensation Plan for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

- ◎When attending the meeting, please submit the voting rights exercise form at the reception desk to register your attendance.
- ◎If you intend to exercise your voting rights at the meeting through a proxy, the proxy must be another shareholder of the Company with voting rights who will be in attendance at the venue on the day.
- ◎If you do not indicate your approval or disapproval of the proposals on the voting form, you will be deemed to have indicated your approval.
- ◎If a shareholder who has exercised his/her voting rights in advance in writing or electronically attends the shareholders' meeting and votes again, the vote cast at the shareholders' meeting will be deemed valid. If no vote is cast at the shareholders' meeting, then the vote cast in advance in writing or electronically will be deemed valid. Please refer to the guide later in this notice for further details.
- ◎In accordance with laws and regulations and the provisions of Article 16 of the Company's Articles of Incorporation, the following matters are not stated in the document delivered to shareholders who had requested the delivery.
 - Business Report: System to Ensure the Appropriateness of Business Activities and Operating Status of the System, Basic Policy Regarding Control of the Company, and Policy Regarding Determination of Dividends from Surplus, etc.
 - Consolidated Financial Statements: Consolidated Statements of Changes in Shareholders' Equity and Notes to Consolidated Financial Statements
 - Non-Consolidated Financial Statements: Non-Consolidated Statements of Changes in Shareholders' Equity and Notes to Non-Consolidated Financial Statements

Therefore, these documents constitute only part of the documents audited by the accounting auditor and the Audit & Supervisory Committee during the preparation of their accounting audit report and audit report respectively.
- ◎If there are any changes to the matters concerning the measures for the electronic provision, we will post the corrections on each website.

Appropriation of Surplus

The Company recognizes the return of profits to shareholders and the sustained growth in shareholder value as its most important management tasks. While the Company maintains internal reserves to enhance its financial standing, expand existing businesses and develop new businesses, the Company adopts a basic policy to deliver adequate and stable returns to shareholders, taking into consideration its operating performance. Based on this policy, the year-end dividend per share for the fiscal year ended March 31, 2026 would be as follows:

Type of dividend property	Cash
Matters relevant to dividend property and its total cash amount	50 yen per common stock of the Company Total cash amount is 672,189,250 yen
Effective date of distribution of surplus	June 29, 2026

Election of Two (2) Directors (Excluding Directors Who Are Audit and Supervisory Board Members)

The terms of office for all two (2) Directors (excluding Directors who are Audit and Supervisory Board Members; the same applies throughout this motion.) will expire at the conclusion of this Meeting.) will expire at the conclusion of this Meeting. Therefore, the Company asked for two (2) Directors to be appointed.

The candidates are as follows:

No.	Name		Current Position and Responsibilities at the Company	Board Meeting Attendance
1	Toshio Dogu	Re-election	Representative Director, President and Chief Executive Officer , General Manager-Corporate Planning Division	100% (13/13)
2	Takuya Matsumoto	Re-election	Director, General Manager-Development Division	100% (13/13)

No.	Name (Date of Birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of the Company shares owned
1	Re-election Toshio Dogu (Feb. 17, 1968)	Oct. 1997 Representative Director, President and CEO, Digital Arts Inc. Nov. 2005 Representative Director, President and CEO, IQS' Co., Ltd. Dec. 2006 Representative Director, President and CEO, DAM Corporation (incumbent) Apr. 2011 Director, President and CEO, Digital Arts America, Inc. (incumbent) June 2012 Director, Digital Arts Investment, Inc. May 2013 Representative Director, President and CEO, Polkast Japan LLC Oct. 2013 Representative Director, President and CEO, DA Corporation (incumbent) Oct. 2013 Representative Director, President and CEO, DM Corporation (incumbent) Apr. 2014 Director, President and CEO, FinalCode, Inc. Nov. 2015 Director, Digital Arts Asia Pacific Pte. Ltd. (incumbent) Sep. 2016 Director, Digital Arts Europe Limited (incumbent) Jan. 2026 Representative Director, President and CEO, General Manager-Corporate Planning Division, Digital Arts Inc. (incumbent)	2,257,999 shares
Reasons for selection as a candidate: For many years since the founding of the Company, Toshio Dogu has taken command of the Group's overall management as President and he continues to play an instrumental role in the growth of the Group as a whole by strengthening the Group's revenue base through the establishment of business models and developing innovations in Group management to create synergy. Based on his deep insight into management, his track record, and his advanced skills, the Company believes that Mr. Dogu can continue contributing to the enhancement of the Group's corporate value in the medium and long term and sustainable development in the future and has, therefore, designated him as a candidate for Director again.			

No.	Name (Date of Birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of the Company shares owned
2	Re-election Takuya Matsumoto (Nov. 4, 1976)	Apr. 1999 Joined COMAS Co., Ltd. Apr. 2003 Joined Digital Arts Inc., Development Apr. 2014 Associate General Manager-Development Oct. 2016 General Manager-Development June 2017 Director, General Manager-Development Dec. 2017 Director, General Manager-Development, General Manager-New Product Development Apr. 2018 Director, General Manager-Development June 2025 Director, General Manager-Development Division (incumbent)	3,521 shares
Reasons for selection as a candidate: As a developer, Takuya Matsumoto has engaged in a number of the Company's mainstay products and led new product development, thereby accelerating the Company's business growth and innovation and supporting the Group's growth as a senior manager of its development operations. Based on his track record, experience, and advanced specialization, the Company believes that Mr. Matsumoto can contribute to the further enhancement of corporate value and has, therefore, designated him as a candidate for Director again.			

(Note) 1. None of the above candidates have any special interest in the Company.

2. The number of the Company shares owned represents figures as of March 31, 2026.

3. The number of the Company shares owned includes the number of equities held by the Shareholding Association of the Company's Directors.

Election of Two (2) Directors Who Are Audit and Supervisory Board Members

The terms of office of Hidekazu Kubokawa and Masataka Uesugi, who are Directors serving as Audit and Supervisory Board members, will expire at the conclusion of this Meeting. Therefore, the Company asked for two (2) Directors, who serve as Audit and Supervisory Board members, to be appointed. The submission of this proposal at this Meeting was approved by the Audit and Supervisory Board.

The candidates are as follows:

No.	Name (Date of Birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of the Company shares owned
1	Re-election Masataka Uesugi (July 31, 1965)	Apr. 1995 Joined Emori Kawamori Atsumi Law Office Apr. 1999 Founded Uesugi Law Office Sep. 2000 Partner of Amlec Law and Accounting Firm June 2003 Outside Auditor, Digital Arts Inc. June 2007 Outside Auditor, Jig.jp co., Ltd. (incumbent) June 2013 Outside Auditor, Commerce One Holdings Inc. (incumbent) Dec. 2013 Outside Audit and Supervisory Board Member, Ceres Inc. Dec. 2014 Outside Audit and Supervisory Board Member, Aiming Inc. (incumbent) Mar. 2015 Senior Partner, Sakurada Dori Partners (incumbent) Mar. 2016 Outside Director (Audit and Supervisory Board Member), Fullcast Holdings Co., Ltd. (incumbent) June 2016 Outside Director (Audit and Supervisory Board Member), Digital Arts Inc. (incumbent) Mar. 2021 Outside Director (Audit and Supervisory Committee Member), Ceres Inc. (incumbent)	3,976 shares
		Reasons for selection as a candidate and expected role: Masataka Uesugi is equipped with legal knowledge and broad insight developed from his experience as a lawyer and knowledge gained from working as an outside director of multiple publicly traded companies. Based on his extensive experience and insight, the Company expects that he will give advice on raising the transparency and enhancing the supervisory function of the Board of Directors and will audit and oversee the performance of duties of Directors from a fair and objective standpoint. For this reason, the Company has appointed him as a candidate for an Outside Director serving as an Audit and Supervisory Board member.	
2	New Arisa Yano (June 15, 1988)	Dec. 2015 Joined Seiwa Meitetsu Law Office Sep. 2018 Joined Comm & Path Law Office Mar. 2023 Outside Auditor, labol inc. May 2023 Substitute Audit and Supervisory Committee Member, Ricksoft co., Ltd. (incumbent) Oct. 2023 Joined Dojima Law Office Mar. 2025 Outside Director (Audit and Supervisory Committee Member), labol inc. (incumbent) Sep. 2025 Outside Auditor, S-FIT co., Ltd. (incumbent)	—
		Reasons for selection as a candidate and expected role: Although Arisa Yano has no experience of being involved in corporate management other than serving as an outside officer, she possesses extensive practical experience and professional expertise in corporate legal affairs as an attorney-at-law, as well as advanced insight into compliance and risk management. Based on this knowledge and experience, the Company has determined that she will be able to provide advice and recommendations regarding the appropriate identification and control of legal risks and contribute to the further enhancement of its internal control and compliance systems, and accordingly has appointed her as a candidate for an Outside Director serving as an Audit and Supervisory Board member.	

(Note) 1. None of the above candidates have any special interests in the Company.

- Masataka Uesugi and Arisa Yano are candidates for Outside Directors.
- The Company has executed a contract with Masataka Uesugi on the limitation of liability for damages as provided for under the provisions of Paragraph 1, Article 423 of the Companies Act pursuant to the provisions of Paragraph 1, Article 427 thereof. The maximum amount of liability under this agreement shall be the minimum liability amount stipulated in Paragraph 1, Article 425 of the Companies Act. If the appointment of Masataka Uesugi is approved, the Company intends to continue the aforementioned agreement with him. In addition, if the appointment of Arisa Yano is approved, the Company intends to execute a similar liability limitation agreement with her.
- Masataka Uesugi is currently an Outside Director serving as an Audit and Supervisory Board member, whose term of office will be 10 years at the conclusion of the upcoming Shareholders' Meeting.
- Masataka Uesugi served as an Outside Auditor of the Company between June 2003 and June 2016.
- The Company has notified the Tokyo Stock Exchange, Inc. that Masataka Uesugi is an independent director. If he is reappointed, he will continue to serve as an independent director. In addition, if Arisa Yano is appointed as proposed, she will newly serve as an independent director.
- The number of the Company shares owned is the number of shares held as of March 31, 2026.
- The number of the Company shares owned includes the number of equities held by the Shareholding Association of the Company's Directors.

(Reference) Skills Matrix of Directors After This Annual Shareholders' Meeting

The Company appoints human resources having rich experience, broad insight, and advanced specialization as Directors to supervise decision making and business management appropriately and at a higher level and to achieve a continuous increase in corporate value. In addition, the Company is improving the function of supervising management, including the performance of duties and monitoring, by establishing a structure with overall balance, while also considering diversity, after defining the knowledge and experience deemed important in deliberations and decision making at meetings of the Board of Directors.

	Name	Positions and responsibilities in the Company			Independent officer	Nomination and Remuneration Advisory Committee	Knowledge, experience, and abilities particularly expected by the Company						
							Corporate management	Product development Innovation	Human resources development Personnel strategy	Business Experience in the Industry	Finance Accounting	Legal affairs Compliance Risk management	ESG Sustainability
1	Toshio Dogu	Representative Director				● (Chair)	○	○	○	○	○	○	
2	Takuya Matsumoto	Director						○	○	○			
3	Masataka Uesugi	Director	Audit and Supervisory Board Member	External	●	●	○			○		○	○
4	Chise Kuwayama	Director	Audit and Supervisory Board Member	External	●	●				○	○		○
5	Arisa Yano	Director	Audit and Supervisory Board Member	External	●		○			○		○	○

Note: This table does not cover all of the knowledge, experience and skills of the Directors.

Partial Amendment of the Restricted Stock Compensation Plan for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The Company obtained approval at the 24th Annual Shareholders' Meeting held on June 24, 2019 (hereinafter the "Previous Shareholders' Meeting") for the introduction of a restricted stock compensation plan (hereinafter the "Plan") for Directors of the Company (excluding Directors who are Audit and Supervisory Committee Members).

The Company now proposes to partially amend the Plan to further enhance incentives for Directors of the Company (excluding Directors who are Audit and Supervisory Committee Members and Outside Directors; hereinafter the "Eligible Directors") to improve the Company's medium- to long-term corporate value and further promote value sharing with shareholders.

Accordingly, the Company requests the approval of the amendment described below regarding the transfer restriction period applicable to restricted stock granted to Eligible Directors under the Plan.

This proposal is intended to revise the setting of the transfer restriction period to strengthen incentives for Eligible Directors to enhance the Company's medium- to long-term corporate value and promote value sharing with shareholders. The Company has determined that the contents of this proposal are reasonable after comprehensively considering the scale of the Company's business, the details of its executive compensation system, the number of Eligible Directors, and recent domestic and international trends relating to executive compensation systems. In addition, the current number of Eligible Directors of the Company is two, and this number will remain unchanged even if Proposed Resolution 2 is approved as originally proposed.

Details

1. Details of the Amendment

Among the matters resolved at the Previous Shareholders' Meeting in connection with the introduction of the Plan, regarding the "Details of Restricted Stock and Maximum Number Thereof to Be Granted to Eligible Directors" (hereinafter the "Resolved Matters"), the provisions concerning the transfer restriction period set forth in "(1) Details of Transfer Restrictions" under "3. Details of the Restricted Stock Allocation Agreement" shall be amended as follows.

(Before Amendment)

Eligible Directors to whom Restricted Stock is allotted may not transfer to a third-party, create a pledge or mortgage by transfer on, make an advancement, make a bequest, or otherwise dispose of Restricted Stock allotted to them (hereinafter "Allotted Stock") for terms of twenty (20) years to thirty (30) years which has been decided by the Company's Board of Directors (hereinafter the "Transfer Restriction Period").

(After Amendment)

Eligible Directors to whom Restricted Stock is allotted may not transfer to a third party, create a pledge or mortgage by transfer on, make an advancement, make a bequest, or otherwise dispose of Restricted Stock allotted to them (hereinafter "Allotted Stock") during a period of not less than three (3) years which has been decided by the Company's Board of Directors (hereinafter the "Transfer Restriction Period").

2. Reasons for the Amendment

The Company has previously established a long-term transfer restriction period with the aim of providing incentives for Directors to enhance the Company's long-term corporate value throughout their terms of office.

However, in light of recent domestic and international trends relating to executive compensation and the principles of the Corporate Governance Code, the Company has decided to review the transfer restriction period so that it may be set more flexibly in order to enhance alignment with the medium-term management plan and establish a more effective incentive structure.

Through this amendment, the Company intends to further strengthen incentives for Directors to improve medium-term business performance and sustainably enhance corporate value, while also promoting value sharing with shareholders.

3. Other Matters

This amendment does not change any of the Resolved Matters other than the provisions concerning the transfer restriction period described in 1. above.

The amended provisions concerning the transfer restriction period under this amendment shall apply only to restricted stock granted after this proposal is approved and adopted as originally proposed.

End.