NOTICE OF THE CONVOCATION OF THE 29TH ANNUAL SHAREHOLDERS' MEETING

Monday, June 24, 2024	Convocation Notice1					
1:00 p.m.	Reference Documents for the Annual Shareholders' Meeting					
Venue: Keidanren Kaikan Conference Rooms #401-402 1-3-2 Otemachi, Chiyoda-ku, Tokyo	Matters to be resolved Proposed Resolution 110 Appropriation of Surplus Proposed Resolution 211 Election of Two (2) Directors (excluding Directors who are Audit					
Shareholders unable to attend	and Supervisory Board Members) Proposed Resolution 3					
Please review the reference documents and exercise your voting rights either by mailing the enclosed ballot, or via the internet.	Election of Two (2) Director who is Audit and Supervisory Board Members					

Contents

Date and Time:

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> Digital Arts Inc. (Securities Code: 2326)

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Securities Code: 2326 June 7, 2024 (Date of commencement of electronic provision measures: May 31, 2024)

1-5-1 Otemachi Chiyoda-ku, Tokyo

Digital Arts Inc.

Toshio Dogu Representative Director, President and Chief Executive Officer

NOTICE OF THE CONVOCATION OF THE 29TH ANNUAL SHAREHOLDERS' MEETING

You are cordially invited to attend the 29th Annual Shareholders' Meeting of Digital Arts Inc. (the "Company").

Shareholders who are unable to come to the venue on the day can still attend this shareholders' meeting through "virtual attendance" via the Internet and other means explained later in this notice.

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 CONVOCATION OF THE 29TH ANNUAL SHAREHOLDERS' MEETING" on the following website on the Internet.

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



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 <u>by no later than 7:00 p.m. on Friday, June 21, 2024 (Japan time)</u>.

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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:

-	Date and Time	Monday, June 24, 2024 at 1:00 p.m. (JST) * Reception desk will open at 0:30 p.m. (JST)										
		Keidanren Kaikan Conference Rooms #401-402 Located at 1-3-2 Otemachi,										
2	2 Venue	Chiyoda-ku, Tokyo										
		If you prefer "virtual attendance" please refer to the "Guidance on remote attendance-										
		type virtual	type virtual shareholders' meeting" later in this notice.									
	3 Agenda	Matters to be Reported	1.	Business review and Consolidated Financial Statements for FY2023 (April 1, 2023 – March 31, 2024) 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 FY2023 (April 1, 2023 – March 31, 2024)								
		Matters to be Resolvec	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) Director who is an Audit and									
				Supervisory Board Members								

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- When attending the meeting, please submit the voting rights exercise form at the reception desk to register your attendance. If you attend the meeting through "virtual attendance," please follow the guidance later in this notice and log into the system using the prescribed ID and password.
- ◎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. Please note that attendance via "virtual attendance" is limited to shareholders, as explained in the guidance later in this notice.
- ◎ 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.
- Solution 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.

\langle Guidance on remote attendance-type virtual shareholders' meeting \rangle

This Shareholders' Meeting will be held as a hybrid attendance-type virtual shareholders' meeting combining an in-person event held at the physical venue stated in this convocation notice and a remote attendance-type virtual event whereby shareholders can watch the proceedings of the meeting live and exercise their voting rights via the Internet. If you wish to attend the meeting via the Internet (hereinafter referred to as "virtual attendance"), please read the information in this notice carefully and then register your virtual attendance in advance. Shareholders who attend the shareholders' meeting virtually on the day of the meeting will be able to watch the proceedings of the meeting live on the Internet and ask questions and exercise their voting rights during the meeting.

To attend the shareholders' meeting virtually, we recommend you use a device running Windows 10~11 or iOS 16~17 or Android 11~13, with the latest version of Google Chrome or Mozilla Firefox or Microsoft Edge (Only Chromium version is supported) as your browser (hereinafter referred to as the "Recommended Settings"). Please check your operating system and browser and make sure they meet the requirements. If you wish to participate on a mobile device, you will need to install the Desk Event app from the App Store for iOS devices and from Google Play for Android devices. Please follow the instructions below after launching the Desk Event app.

- ① From the gear button in the upper right corner of the screen, enter "ws.service.pub.digitalartscloud.com" in the network settings and click "Change".
- Return to the top page from the < button in the upper left corner of the screen, and enter the above "Participation Code for Mobile App" in the entry field at the top of the screen.
 App Store : https://apps.apple.com/jp/app/webinar-cloud/id1561312473
 Google Play : https://play.google.com/store/apps/details?id=jp.co.daj.dacloud.webinar

1. How to register your virtual attendance

The shareholders' meeting will be held using Desk Event, which is one of the Company's products. If you wish to attend the meeting virtually, you will need to register your virtual attendance in advance by the following procedure.

- (1) Access the following website on your computer and fill in the required information to complete registration before the following registration deadline.
 - (<u>Registration deadline: By 5:00 p.m. on Friday, June 14, 2024)</u> https://mktg.daj.jp/public/application/add/10268
- (2) On completion of the registration procedure, a registration confirmation email (hereinafter referred to as the "Registration Confirmation Email") stating your ID, password and other information you will need for virtual attendance on the day will be sent to your registered email address. The Registration Confirmation Email will set out in more detail how to attend the shareholders' meeting.
- 2. Questions on the day of the shareholders' meeting and how they will be dealt with Shareholders who attend the shareholders' meeting virtually will be able to ask questions during the meeting using Desk
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Event's question function. Please note the following.

- (1) To virtually attend the shareholders' meeting and ask a question, you will need to be able to access Desk Event on your computer. You can access Desk Event on your computer through your browser. For further details, please refer to the Registration Confirmation Email you will be sent when you have completed the procedure for registering your virtual attendance.
- (2) 200 characters is the maximum allowed per question.
- (3) Since this shareholders' meeting is going to be held as a hybrid event, the time for Q&A may be limited. Please note, therefore, that even if you wish to ask a question, we may not be able to accept or answer all the questions received.
- (4) If the answer to a question requires detailed investigation, etc., we may not answer the question at the shareholders' meeting and provide a response by other means. We may also pass over or refrain from answering any question which has nothing to do with the purpose of the shareholders' meeting, any question which has already been asked, any question whose answer might infringe on the rights or interests of clients or employees, etc. or any other abusive question which is clearly intended to disrupt the shareholders' meeting.
- (5) For the smooth running of the shareholders' meeting, we will only consider motions that have been submitted by shareholders who have attended the shareholders' meeting venue in person and will not accept motions proposed by shareholders who have attended virtually. This applies to all motions including those about the proceedings of the shareholders' meeting and its agenda. Accordingly, shareholders who may propose a motion are recommended to attend the shareholders' meeting venue in person.
- (6) If it is necessary to vote on a matter not stated in this Notice of Convocation, for example, if a motion is proposed by a shareholder who has attended the shareholders' meeting in person, shareholders who have attended virtually will not be able to express their approval or disapproval due to the nature of the voting system. In this case, based on the handling of shareholders who exercise their voting rights electronically or in writing in advance and do not attend on the day of the meeting, shareholders who have attended virtually will be deemed to have abstained from voting on the matter or to have been absent from the meeting.

3. Exercise of voting rights and handling of voting

Shareholders who attend virtually can exercise their voting rights using Desk Event's voting function only when voting is open during the meeting (you will be informed of the actual time in the Registration Confirmation Email sent on completion of registration). Please note the following.

- (1) If you have exercised your voting rights in advance of the meeting, your exercise of voting rights using Desk Event's voting function will take priority over your exercise of voting rights in advance of the meeting. Accordingly, if you have exercised your voting rights in advance of the meeting and then you have attended the meeting virtually and exercised your voting rights again using the Desk Event's voting function when voting is open, the voting rights you exercised before the meeting will be invalid; however, if you do not use Desk Event's voting function to vote while attending the meeting virtually, the voting rights you exercised before the meeting will remain valid.
- (2) If you do not exercise your voting rights in advance of the meeting and do not use Desk Event's voting function to exercise



your voting rights when voting is open while attending the meeting virtually, you will be deemed to have abstained and treated like a shareholder who left the shareholders' meeting venue without voting.

- (3) When exercising your voting rights using Desk Event's voting function, you will indicate your approval or disapproval of proposals by selecting either "FOR" or "AGAINST." In the case of Proposed Resolution 2, you can vote in favor of certain candidates and against others; however, be sure to exercise your voting rights on all the proposals within the time that voting is open.
- (4) If you exercise your voting rights more than once when voting is open, only the last votes cast during the time voting is open shall be deemed valid.
- (5) If you only watch the proceedings streamed live on the Internet having exercised your voting rights in advance in writing or in advance over the internet, then the votes you exercised in advance will remain valid.

4. Other points to note regarding virtual attendance

In addition to the foregoing, shareholders considering attending the shareholders' meeting virtually should also note the following points.

- (1) Please note that virtual attendance offers shareholders another means of attending the shareholders' meeting besides attending the shareholders' meeting venue in person and that technical constraints may inevitably mean that shareholders who attend the meeting virtually experience a different environment and different treatment from those attending the shareholders' meeting venue in person. Please do not attend the shareholders' meeting virtually if this is not acceptable to you.
- (2) While we take reasonable measures to prevent communication failure and other issues when convening and running a hybrid attendance-type virtual shareholders' meeting, there is still the possibility of communication failure and communication delay, for example, the communication environment or heavy website traffic may make it difficult to connect to the attendance-type virtual shareholders' meeting or may disrupt the live stream over the Internet and, in some circumstances, the live stream may be stopped. However, we assume no liability whatsoever for any disadvantage caused to shareholders as a result of such communication failure, etc. (including but not limited to disadvantage arising from a shareholder's failure to use the Recommended Environment). Shareholders who attend the shareholders' meeting virtually are recommended to attend virtually having exercised their voting rights in advance where possible. If we are prevented from live streaming the proceedings of the meeting over the Internet or in the event of any other changes, we will make an announcement on the IR page of the Company's website (https://www.daj.jp/ir/).
- (3) The Company limits virtual attendance to shareholders to those who have applied in advance. Accordingly, we request that shareholders who wish to have a proxy attend the meeting in their place delegate their authority to one other shareholder who will attend the shareholders' meeting venue in person on the day of the meeting in accordance with applicable laws and regulations and the Articles of Incorporation.
- (4) Shareholders who attend the meeting virtually are responsible for setting up the computer environment they will use to access the meeting and will also bear any Internet charges (provider connection charges, communication changes, etc.)
- (5) In addition to the foregoing, we may take appropriate measures in unforeseen circumstances and shareholders who

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attend the shareholders' meeting virtually may experience constraints and unexpected disadvantage compared with those who attend the shareholders' meeting venue in person.

- (6) It is strictly prohibited to publish, reproduce or copy the live stream images or voice data or to provide them to third parties.
- (7) Provision of the shareholder ID and password to any third party is strictly forbidden.
- (8) A shareholder attending the shareholders' meeting virtually may be blocked if the chairperson deems that such shareholder's actions are disrupting the meeting or otherwise obstructing the proceedings of the meeting.
- (9) Out of consideration for the privacy of the shareholders attending the shareholders' meeting venue in person, the live stream will show only the chairperson and officers, in principle.
- (10) The livestream audio will be in Japanese only.
- (11) Contact for inquiries

Digital Arts Inc. Shareholders' Meeting Secretariat: +81-3-5220-6015

*Please note that depending on how busy the line is, you may have difficulty getting through or it may take time answering your call.





Appropriation of Surplus

The Company recognizes the return of profits to shareholders as one of 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, 2024 would be as follows:

Type of dividend property	Cash
Mattes relevant to dividend property and its total cash amount	40 yen per common stock of the Company Total cash amount is 550,134,800 yen
Effective date of distribution of surplus	June 25, 2024

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Proposed Resolution 2

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) 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, and General Manager-Corporate Planning	100 <i>%</i> (13/13)		
2	Takuya Matsumoto	Re- election	Director, General Manager-Development	100% (13/13)		





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, 2024.

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

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Election of Two (2) Director who is an Audit and Supervisory Board Members

The term of office of Hidekazu Kubokawa, and Masataka Uesugi, who is a director serving as an Audit and Supervisory Board member, will expire at the conclusion of this Meeting. Therefore, the Company asked for Two (2) Director, who serve as an Audit and Supervisory Board member, to be appointed. The submission of this proposal at this Meeting was approved by the Audit and Supervisory Board.

The candidate is as follows:

Supervisory Board member.

Proposed

No.	Name (Date of Birth)	Past experien	ce, positions, responsibilities and significant concurrent positions	Number of the Company shares owned
1	Re- election Hidekazu Kubokawa (Feb 20, 1953)	Nov 1976 Jul 1986 Feb 1989 Mar 2000 June 2005 June 2006 June 2016	Joined Chuo Audit Corporation (Currently PricewaterhouseCoopers Japan LLC) Founded Kubokawa CPA Office (currently Yotsuya Partners Accounting Firm), Representative Partner (incumbent) Outside Audit and Supervisory Board Member, SoftBank Corp. Japan (currently SoftBank Group Corp.) Outside Auditor, Digital Arts Inc. Outside Corporate Auditor, Kyoritsu Printing Co., Ltd. (incumbent) Outside Auditor, Pado Corporation (currently Success Holders, inc.) Outside Director (Audit and Supervisory Board Member), Digital Arts Inc. (incumbent)	3,744 shares
	on his experience as an Company expects that h order to give advice on	ountant, Hidekazu outside director e will audit and o management pol	expected role: a Kubokawa has expertise in financial affairs and accounting and has of multiple publicly traded companies. Based on his extensive exp poversee the performance of the duties of Directors from a fair and icies and strategies and ensure the validity and appropriateness of the strategies and ensure the validity appropriateness of the strategies appropriateness of the strategies appropriateness of the strategies appropriateness o	perience and insight, the d objective standpoint in of decisions made by the

management. For this reason, the Company has designated him as a candidate for an Outside Director serving as an Audit and

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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.

(Note) 1. This candidate has no special interest in the Company.

2. Hidekazu Kubokawa and Masataka Uesugi are candidates for Outside Directors.

- 3. The Company has executed a contract with Hidekazu Kubokawa and Masataka Uesugi on the limitation of liability for damages as provided for under the provisions of Paragraph 1, Article 423 of the Companies Act according to the provisions of Paragraph 1, Article 427 thereof. The maximum amount of liability based on this agreement shall be the minimum amount stipulated in Paragraph 1, Article 425 of the Companies Act, and if the appointment of Hidekazu Kubokawa, and Masataka Uesugi is approved, the Company intends to continue the aforementioned agreement with her.
- 4. Hidekazu Kubokawa and Masataka Uesugi are currently Outside Directors serving as Audit and Supervisory Board members, whose term of office will be eight years at the conclusion of the upcoming Shareholders' Meeting.
- 5. Hidekazu Kubokawa served as an Outside Auditor of the Company between March 2000 and June 2016.
- 6. Masataka Uesugi served as an Outside Auditor of the Company between June 2003 and June 2016.
- 7. The Company has notified the Tokyo Stock Exchange, Inc. of both Hidekazu Kubokawa and Masataka Uesugi as independent director. When she is reappointed, she will continue to serve as an independent director.
- 8. The Number of the Company shares owned is the number of shares held as of March 31, 2024.
- 9. The Number of the Company shares owned includes the number of equities held by the Shareholding Association of the Company's Executives.

End



(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.

						Knowledge, experience, and abilities particularly expected by the Company							
	Name	respons	Positions and responsibilities in the Company		Nomination Indepe and ndent Remuneration of officer Advisory r Committee		Corporate managem ent	Product developm ent	Human resources developm	Business	Finance	Legal affairs Complian	ESG Sustainabi lity
1	Toshio Dogu	Representati ve Director				• (Chair)	ο	ο	o	o		o	
2	Takuya Matsumoto	Director						0	0	0			
3	Hidekazu Kubokawa	Director	Audit and Supervisory Board Member	Exter nal	•	•	0			0	0	0	0
4	Masataka Uesugi	Director	Audit and Supervisory Board Member	Exter nal	•	•	0			0		0	0
5	Chise Kuwayama	Director	Audit and Supervisory Board Member	Exter nal	•	•				0	0	0	0

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

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