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(Securities code: 3663)

March 6, 2026

(Commencement date of measures for electronic provision: March 5, 2026)

**To Shareholders with Voting Rights:**

Kei Narushima  
President  
CELSYS, Inc.  
4-15-7 Nishi-Shinjuku,  
Shinjuku-ku, Tokyo, Japan

**NOTICE OF CONVOCATION OF  
THE 14TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are hereby notified that the 14th Annual General Meeting of Shareholders of CELSYS, Inc. (the “Company”) will be held as described below.

In convening this General Meeting of Shareholders, the Company will take measures for electronic provision, and the matters subject to measures for electronic provision will be posted on the Company’s website on the Internet as “Notice of Convocation of the 14th Annual General Meeting of Shareholders.”

The Company’s website:

[https://www.celsys.com/irinfo\\_news/](https://www.celsys.com/irinfo_news/)

In addition to the above, access the Tokyo Stock Exchange website (Listed Company Search) on the Internet, enter “CELSYS” in the “Issue name (company name)” field or the Company’s securities code “3663” in the “Code” field to run a search, and select “Basic information” and then “Documents for public inspection/PR information” to confirm the details.

Tokyo Stock Exchange website (Listed Company Search):

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

For shareholders not attending the meeting in person, you may exercise your voting rights in advance through electromagnetic methods such as in writing or via the Internet. Please review the posted matters subject to measures for the electronic provision, the Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by 6:30 p.m. (the end of the Company’s business hours) on Friday, March 27, 2026, Japan time, following the guidance on pages 3 to 4.

- 1. Date and Time:** Monday, March 30, 2026 at 10:00 a.m., Japan time
- 2. Place:** Ushigome Tansumachi Civic Hall  
15 Tansumachi, Shinjuku-ku, Tokyo, Japan  
(Please note that the meeting venue is different from that of the previous General Meeting of Shareholders. Please see “Directions to the General Meeting of Shareholders Venue” at the end of this document.) (Japanese original only)
- 3. Meeting Agenda:**
- Matters to be reported:** The Business Report and Non-consolidated Financial Statements for the Company’s 14th Fiscal Year (January 1, 2025 – December 31, 2025)
- Proposals to be resolved:**
- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Election of Seven Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)
- Proposal 3:** Lump-Sum Payment of Accrued Retirement Benefits to Directors Related to Abolition of the Director and Officer Retirement Benefits System

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- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk of the venue.
  - If there is no indication of your vote for or against each proposal in the Voting Rights Exercise Form, the Company will deem that you have voted for the proposals.
  - Reception is scheduled to begin the day of the meeting at 9:30 a.m., Japan time.
  - If there are any revisions to the matters subject to measures for electronic provision, the details of the revisions will be posted on each website the matters are posted.

## Guidance for Exercising Voting Rights

After considering the Reference Documents for the Shareholders Meeting provided in the matters of measures for electronic provision, please exercise your voting rights via any of the following methods.

### Attending the General Meeting of Shareholders

Please bring the enclosed Voting Rights Exercise Form to the meeting and submit it at the reception desk of the venue. Please try to arrive on the day of the meeting with sufficient time to spare.

**General Meeting of Shareholders: To start Monday, March 30, 2026, at 10:00 a.m., Japan time**

### Exercising voting rights through writing

Please indicate your votes for or against proposals on the enclosed Voting Rights Exercise Form and mail it so that it arrives at our shareholder register administrator before the exercise deadline. If there is no indication of your vote for or against each proposal in the Voting Rights Exercise Form, the Company will deem that you have voted for the proposals.

**Exercise deadline: Must arrive no later than Friday, March 27, 2026, at 6:30 p.m., Japan time**

### Exercising voting rights via the Internet

From either a PC or a smartphone, please access the voting rights exercise website

**<https://www.web54.net>**

and using the Voting Rights Exercise Code and Password provided on the included Voting Rights Exercise Form, follow the on-screen instructions to register your vote for or against each proposal.

**Exercise deadline: Friday, March 27, 2026, at 6:30 p.m., Japan time**

Please refer to the next page for guidance on exercise methods via the Internet, etc.
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\* If your voting rights are exercised in duplicate, both in writing and via the Internet, etc. the vote made via the Internet, regardless of the order in which they were received, will be treated as the valid voting rights that are exercised.

\* If you exercise your voting rights multiple times via the Internet, only the last voting rights that are exercised will be treated as valid.

## Guide for Exercising Voting Rights via the Internet

### Via the “Smart Exercise” Method

(1) Access the voting rights exercise website for smartphones

The “voting rights exercise website login QR Code for smartphones” located at the bottom right of the enclosed Voting Rights Exercise Form may be scanned with a smartphone or tablet.

\*QR Code® is a registered trademark of DENSO WAVE INCORPORATED.

(2) Open the voting rights exercise website

Opening the displayed URL will open the voting rights exercise website. There are two methods to exercise voting rights.

(3) Provide instructions for each proposal individually

Follow the on-screen instructions to enter your vote for or against each proposal.

(4) Vote “for” all proposals submitted by the Company

If there are no issues on the confirmation screen, press the “Exercise with this content” button and exercise is complete.

### Via the “Entering Voting Rights Exercise Code / Password” Method

(1) Access the voting rights exercise website

<https://www.web54.net>

(2) Login

Enter the “Voting Rights Exercise Code” stated on the enclosed Voting Rights Exercise Form.

(3) Enter your password

Enter the “Password” stated on the enclosed Voting Rights Exercise Form.

Follow the on-screen instructions to enter your votes.

\* If modifying the content of your exercise after exercising your voting rights once, you must read the QR Code® again and enter the “Voting Rights Exercise Code” and “Password” stated on the enclosed Voting Rights Exercise Form. (It is also possible to exercise by directly accessing the voting rights exercise website at <https://www.web54.net>)

\* Shareholders are responsible for Internet connection charges and communication expenses incurred when accessing the voting rights exercise website.

\* The voting rights exercise website may be unavailable depending on your Internet connections and services, and devices you are using.

For inquiries on any uncertainties, please contact:

Shareholder register administrator      About exercising voting rights via the Internet:    0120-652-031 (9:00 a.m. – 9:00 p.m.)  
Transfer Agent, Sumitomo Mitsui Trust Bank      Other inquiries:      0120-782-031 (9:00 a.m. – 5:00 p.m., weekdays)

Institutional investors may use the voting rights exercise platform for institutional investors operated by ICJ, Inc.

## Reference Documents for the Shareholders Meeting

### Proposal 1: Appropriation of Surplus

Matters concerning the year-end dividend.

In consideration of factors including business results for the current fiscal year and future business development and internal reserves, the Company proposes the following for year-end dividends for this fiscal year.

- |                                                                                             |                 |
|---------------------------------------------------------------------------------------------|-----------------|
| (1) Type of dividend property:                                                              | Cash            |
| (2) Matters related to allocation of dividend property to shareholders and its total amount |                 |
| Per share of the Company's common stock:                                                    | 14 yen          |
| Total amount of dividends:                                                                  | 414,839,824 yen |

Since the Company has paid an interim dividend of 22 yen per share, which includes an ordinary dividend of 12 yen per share and a commemorative dividend of 10 yen per share for the change of the stock listing to the Prime Market of the Tokyo Stock Exchange, the annual dividend for this fiscal year amounts to 36 yen per share, an increase of 12 yen compared to the previous fiscal year.

- |                                                |                |
|------------------------------------------------|----------------|
| (3) Effective date of distribution of surplus: | March 31, 2026 |
|------------------------------------------------|----------------|

**Proposal 2:** Election of Seven Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

The terms of office of all seven Directors (excluding Directors serving as Audit and Supervisory Committee Members) will expire at the conclusion of this General Meeting. Accordingly, the Company proposes the election of seven Directors (excluding Directors serving as Audit and Supervisory Committee Members).

This Proposal has been decided by the Board of Directors after consulting with the Company's Nomination and Compensation Committee.

Furthermore, regarding this Proposal, the Audit and Supervisory Committee of the Company has deemed all candidates for Director (excluding Directors serving as Audit and Supervisory Committee Members) as suitable for the position.

The candidates for Director (excluding Directors serving as Audit and Supervisory Committee Members) are as follows.

Candidate No.	Name (Birthdate)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Kei Narushima (Born August 15, 1974) [Reelection] [Male]	Apr. 1997 Joined CELSYS, Inc. Feb. 2001 Director Jan. 2008 Senior Managing Director Jan. 2009 Vice President & Representative Director Jan. 2010 Director July 2015 Vice President & Representative Director Mar. 2016 President Mar. 2017 Director, the Company (Note 9) Mar. 2018 Vice President & Director Mar. 2021 Vice President & Representative Director Mar. 2022 President (to present)	44,400 shares
2	Ryo Inaba (Born January 23, 1990) [Reelection] [Male]	Apr. 2012 Joined CELSYS, Inc. July 2021 General Manager, App Development 3 Apr. 2022 General Manager, App Development 1 Sept. 2022 General Manager, App Development 1, the Company Jan. 2023 Corporate Officer Mar. 2023 Director (to present)	800 shares
3	Masamichi Takahashi (Born January 6, 1997) [Reelection] [Male]	Apr. 2020 Joined CELSYS, Inc. Sept. 2022 General Manager, WEB Services, the Company Jan. 2023 General Manager, Development Platform & Director, &DC3, Inc. Feb. 2023 President Mar. 2023 Director, the Company (to present)	1,100 shares
4	Ken Ito (Born March 26, 1968) [Reelection] [Male]	Feb. 2001 Joined CELSYS, Inc. Aug. 2002 General Manager, General Affairs Jan. 2003 General Manager, General Affairs & Director Dec. 2006 General Manager, Finance & Director Nov. 2008 General Manager, Finance and Accounting & Director Jan. 2011 General Manager, Administration & Director Apr. 2012 Director, the Company (Note 9) (to present) June 2022 Director, CLIP Solutions, Inc. (&DC3, Inc. after trade name change)	67,300 shares

Candidate No.	Name (Birthdate)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
5	Maki Ikeda (Born September 4, 1972) [Reelection] [Female]	<p>Oct. 2006    Joined CELSYS, Inc.</p> <p>Feb. 2008    General Manager, Marketing</p> <p>May 2011    General Manager, WEB Services</p> <p>Aug. 2014    Deputy Division Manager, Development Division</p> <p>July 2015    General Manager, Advanced Development</p> <p>Jan. 2016    General Manager, Products, HI CORPORATION (currently Micware Automotive Co., Ltd.)</p> <p>Apr. 2017    General Manager, HMI business</p> <p>Oct. 2018    General Manager, HMI business &amp; Director</p> <p>June 2019    Vice President &amp; Representative Director, Cander Japan Inc. (CJ, Inc. after trade name change)</p> <p>Mar. 2020    Director, the Company (Note 9)</p> <p>Aug. 2023    General Manager, Management Support &amp; Corporate Officer</p> <p>Mar. 2024    Director (to present)</p>	3,800 shares
6	Kota Kinoshita (Born January 2, 1947) [Reelection] [Male] [Outside] [Independent]	<p>Apr. 1971    Joined Nippon Telegraph and Telephone Public Corporation (currently NIPPON TELEGRAPH AND TELEPHONE CORPORATION)</p> <p>June 1998    Director, NTT Mobile Communication Network, Inc. (currently NTT DOCOMO, INC.)</p> <p>June 2002    Senior Managing Director</p> <p>June 2004    President &amp; Representative Director, DOCOMO Technology, Inc.</p> <p>June 2008    Audit &amp; Supervisory Board Member, NIPPON TELEGRAPH AND TELEPHONE EAST CORPORATION</p> <p>June 2011    Special Advisor, NTT DoCoMo, Inc. (currently NTT DOCOMO, INC.)</p> <p>Jan. 2012    Senior Director, Morpho, Inc.</p> <p>Mar. 2016    Outside Director, the Company (Note 9) (to present)</p>	- shares

Candidate No.	Name (Birthdate)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
7	Masamine Takahashi (Born November 28, 1974) [Reelection] [Male] [Outside] [Independent]	<p>July 2006    Joined Yahoo Japan Corporation (currently LY Corporation)</p> <p>Aug. 2013    Director, Oceanic Corporation</p> <p>Mar. 2014    Representative Director</p> <p>Oct. 2015    Division Manager, Personal Service Company Game Division, Yahoo Japan Corporation (currently LY Corporation)</p> <p>May 2016    Director, GameBank Corporation</p> <p>Apr. 2017    Division Manager, Personal Service Company Game Matching Division, Yahoo Japan Corporation (currently LY Corporation)</p> <p>Apr. 2018    Division Manager, Digital Content Business Division, Commerce Company Business Promotion Office</p> <p>June 2018    Director, NeoAldo CO.,LTD. Director, Animatebookstore Corporation Vice President &amp; Director; Corporate Officer &amp; Vice President; CEO, eBook Initiative Japan Co.,Ltd. (currently LINE Digital Frontier Corp.)</p> <p>Apr. 2019    President &amp; Representative Director; Corporate Officer &amp; President; CEO, eBook Initiative Japan Co.,Ltd. (currently LINE Digital Frontier Corp.)</p> <p>Apr. 2022    Chairman, Japan E-Bookstore Association (JEBA)</p> <p>July 2022    CEO, LINE Digital Frontier Corp. (to present)</p> <p>Mar. 2024    Outside Director, the Company (to present)</p>	- shares

- (Notes)
1. There are no special interests between each of the candidates and the Company.
  2. The reasons for the nominations of the candidates for Directors are as follows.
    - (1) The reasons for nominating Mr. Kei Narushima as a candidate for Director are he has been involved in the Company's business since the beginning of the Company, and has endeavored to promote business, being engaged in the Company's management, and management of each business segment and each division, for many years. We have nominated him as a candidate because we have judged that he will demonstrate strength in sustainable enhancement of corporate value of the Company and to develop business in the future.
    - (2) The reasons for nominating Mr. Ryo Inaba as a candidate for Director are after joining in 2012, he has been engaged in the Company's application development, and we have nominated him as a candidate because we have judged that he will demonstrate strength in developing the Company's business in the future.
    - (3) The reasons for nominating Mr. Masamichi Takahashi as a candidate for Director are after joining in 2020, he has been engaged in the Group's WEB development, and we have nominated him as a candidate because we have judged that he will demonstrate strength in developing the Company's business in the future.
    - (4) The reasons for nominating Mr. Ken Ito as a candidate for Director are after joining in 2001, he has been engaged in the Company's business administration, and has endeavored to enhance corporate value. We have nominated him as a candidate because we have judged that he will demonstrate strength in sustainable enhancement of corporate value of the Company in the future.
    - (5) The reasons for nominating Ms. Maki Ikeda as a candidate for Director are after joining the Company in 2006, she has been engaged in the Company's marketing divisions and development divisions. We have nominated her as a candidate because we have judged that she will demonstrate strength in sustainable enhancement of corporate value of the Company in the future, and in addition to having excellent character and insights, etc., will contribute to ensuring the diversity of the Board of Directors.
  3. Mr. Kota Kinoshita and Mr. Masamine Takahashi are candidates for Outside Director.
  4. The reasons for nominating Mr. Kota Kinoshita as a candidate for Outside Director and his expected roles are he has experience as a Director as well as President of major telecommunications companies and related companies, and with the aim of receiving proactive opinions and recommendations on the Company's management stemming from his valuable insight and abundant experience in overall corporate management, we ask for his reelection. His term of office as the Company's Outside Director will be ten years at the conclusion of this General Meeting.

5. The reasons for nominating Mr. Masamine Takahashi as a candidate for Outside Director and his expected roles are he has experience as a Director as well as President of major telecommunications companies and related companies, and with the aim of receiving proactive opinions and recommendations on the Company's management stemming from his valuable insight and abundant experience in corporate management and overall IT, we ask for his reelection. His term of office as the Company's Outside Director will be two years at the conclusion of this General Meeting.
6. If Mr. Kota Kinoshita and Mr. Masamine Takahashi are elected as proposed, the Company plans to enter into a contract to limit liability for damages pursuant to Article 423, Paragraph 1 of the Companies Act, to the minimum liability amount stipulated in Article 425, Paragraph 1 of the same Act, based on the provisions of Article 427, Paragraph 1 of the same Act.
7. The Company has registered Mr. Kota Kinoshita and Mr. Masamine Takahashi as independent officers in accordance with the regulations of the Tokyo Stock Exchange, and if elected as proposed, they will continue as independent officers.
8. The Company has entered into a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act with the Company's Directors as the insured. The said insurance contract covers damages that may arise when compensation for damages and litigation expenses are to be borne by the insured in the event that a claim for damages is filed due to an act committed by the insured in execution of his/her duties (However, this excludes cases that fall under the grounds for exemption specified in the insurance contract.). The insurance premiums are fully borne by the Company, and the insured will not face any actual insurance premiums. If the reelections of the candidates for Director are approved, they will continue to be insured under the insurance agreement. The Company plans to renew the insurance agreement with the same content upon its next renewal.
9. The Company's trade name as of the dates stated within the table is ArtSpark Holdings Inc. On September 1, 2022, an absorption-type merger took place, with the Company, ArtSpark Holdings Inc., as the surviving company and the wholly-owned subsidiary, CELSYS, Inc., as the disappearing company, and the trade name was changed from ArtSpark Holdings Inc. to CELSYS, Inc.

**Proposal 3: Lump-Sum Payment of Accrued Retirement Benefits to Directors Related to Abolition of the Director and Officer Retirement Benefits System**

In an effort to strengthen its corporate governance, the Company is promoting business innovation to achieve sustainable growth and increase corporate value from a shareholders and investor perspective. After reviewing its director and officer remuneration system, the Company resolved at its Board of Directors meeting on November 14, 2025, to abolish its director and officer retirement benefits system effective December 31, 2025.

As the director and officer retirement benefits system has been abolished, the Company proposes paying accrued retirement benefits to Directors Kei Narushima, Ryo Inaba, Masamichi Takahashi, Ken Ito, Maki Ikeda, and Kota Kinoshita, Directors serving as Audit and Supervisory Committee Members Shinya Nozaki, Nobuyoshi Suzuki, and Takayuki Miyahara, and retiring Director Yosuke Kawakami as rewards for the contributions they each provided during their term of office up to December 31, 2025, pursuant to the Company's prescribed standards. The payment totals 775 million yen (of which 5 million yen is for Outside Directors), including 220 million yen for director and officer retirement benefits to be paid according to their respective term of office up to December 31, 2025, and 555 million yen for a reward to the Company's founders, which was resolved at the Board of Directors meeting of November 14, 2025. Both the director and officer retirement benefits and the reward to the Company's founders are fully funded as of the end of the fiscal year ended December 31, 2025, and will have no impact on the Company's financial results for the fiscal year ending December 31, 2026 and thereafter. The Company also proposes that the payment be made at the time of retirement and that the payment method and other details for the payment to Directors excluding Directors serving as Audit and Supervisory Committee Members be determined by the Board of Directors while the same for the payment to Directors serving as Audit and Supervisory Committee Members be determined by Audit and Supervisory Committee Members through mutual consultation. The Company's Nomination and Compensation Committee has deemed this Proposal appropriate after reviewing it based on the Company's rules and regulations.

The past experience of each Director and each Outside Director is as follows.

**Directors**

Name	Past experience
Kei Narushima	Feb. 2001 Director, CELSYS, Inc. Jan. 2008 Senior Managing Director Jan. 2009 Vice President & Representative Director Jan. 2010 Director July 2015 Vice President & Representative Director Mar. 2016 President Mar. 2017 Director, the Company (Note) Mar. 2018 Vice President & Director Mar. 2021 Vice President & Representative Director Mar. 2022 President (to present)
Yosuke Kawakami	May 1991 Founding Representative Director, CELSYS, Inc. Jan. 2007 Executive Chairman & Representative Director Jan. 2008 Executive Chairman Jan. 2012 Director Apr. 2012 Director, the Company (Note) Mar. 2014 Executive Chairman Apr. 2015 Executive Chairman & Representative Director; President Mar. 2019 Executive Chairman
Ryo Inaba	Mar. 2023 Director, the Company (to present)
Masamichi Takahashi	Mar. 2023 Director, the Company (to present)
Ken Ito	Jan. 2003 General Manager, General Affairs & Director, CELSYS, Inc. Dec. 2006 General Manager, Finance & Director Nov. 2008 General Manager, Finance and Accounting & Director Jan. 2011 General Manager, Administration & Director Apr. 2012 Director, the Company (Note) (to present)
Maki Ikeda	Mar. 2020 Director, the Company (Note) Aug. 2023 General Manager, Management Support & Corporate Officer Mar. 2024 Director (to present)

Name	Past experience	
Shinya Nozaki	May 1991	Founding Director, CELSYS, Inc.
	Jan. 2005	Senior Managing Director
	Jan. 2007	President
	Mar. 2016	President, the Company (Note)
	Mar. 2022	Advisor
	Mar. 2025	Director, Audit and Supervisory Committee Members (to present)

#### Outside Directors

Name	Past experience	
Kota Kinoshita	Mar. 2016	Outside Director, the Company (Note) (to present)
Nobuyoshi Suzuki	Mar. 2025	Outside Director (Audit and Supervisory Committee Members), the Company (to present)
Takayuki Miyahara	Mar. 2025	Outside Director (Audit and Supervisory Committee Members), the Company (to present)

(Note) The Company's trade name as of the dates stated within the table is ArtSpark Holdings Inc. On September 1, 2022, an absorption-type merger took place, with the Company, ArtSpark Holdings Inc., as the surviving company and the wholly-owned subsidiary, CELSYS, Inc., as the disappearing company, and the trade name was changed from ArtSpark Holdings Inc. to CELSYS, Inc.