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Securities Code: 3763

June 4, 2025

To Our Shareholders

Motoshi Suzuki, President, CEO

Pro-Ship Incorporated

3-8-5 Iidabashi, Chiyoda-ku, Tokyo

Sumitomo Fudosan Iidabashi ekimae Bldg.

Notice of Convocation of the 56th Annual General Meeting of Shareholders

We are pleased to announce the 56th Annual General Meeting of Shareholders of Pro-Ship Incorporated (the “Company”), which will be held as indicated below.

When convening this general meeting of shareholders, the Company takes measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (items for which measures for providing information in electronic format are to be taken) in electronic format, and posts this information on the Company's website. Please access the website by using the internet address shown below to review the information.

The Company's website **<https://www.proship.co.jp>** (in Japanese)

(From the above website, select “English,” “Investor Relation,” and then “IR Information.”)

In addition to posting items subject to measures for electronic provision on the Company's website, the Company also posts this information on the website of the Tokyo Stock Exchange (TSE).

TSE website (Listed Company Search):

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

(Access the TSE website above, enter “Pro-Ship” in “Issue name (company name)” or the Company’s securities code “3763” in “Code,” and click “Search.” Then, click “Basic information” and select

“Documents for public inspection/PR information.” Under “Filed information available for public

inspection,” click “Click here for access” under “[Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting].”)

You may exercise your voting rights via the Internet, etc. or in writing. Please review the Reference Materials for the General Meeting of Shareholders and refer to the “Guide on Exercising Voting Rights” (in Japanese only), and exercise your voting rights by no later than Wednesday, June 18, 2025 at 6:00 p.m. (JST)

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|-------------------------|--|
| 1. Date and time | Thursday, June 19, 2025 at 10:00 a.m. (JST)
(Reception starts at 9:00 a.m.) |
| 2. Venue | “Asuka” B1F Hyatt Regency Tokyo
2-7-2 Nishi-Shinjuku, Shinjuku-ku, Tokyo |

3. Purpose of meeting

Matters to be reported

1. Business Report, Consolidated Financial Statements for the 56th term (April 1, 2024 to March 31, 2025), and audit results of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Committee
2. Non-consolidated Financial Statements for the 56th term (April 1, 2024 to March 31, 2025)

Matters to be resolved

- | | |
|-----------------------|--|
| Proposal No. 1 | Appropriation of Surplus |
| Proposal No. 2 | Election of Four Directors (Excluding Directors Who Are Audit and Supervisory Committee Members) |
| Proposal No. 3 | Election of Two Directors Who Are Audit and Supervisory Committee Members |
| Proposal No. 4 | Payment of Officer Bonuses |

4. Matters prescribed for convocation

Please refer to the [Guide on Exercising Voting Rights] (in Japanese only).

- ◎ Pursuant to laws and regulations and the provisions of Article 18 of the Articles of Incorporation, among the items subject to measures for electronic provision, the following items are not included in the paper-based documents delivered to shareholders who have requested delivery of such documents. Accordingly, the documents that are delivered to shareholders who have requested the delivery of documents are part of the documents subject to auditing by the Audit and Supervisory Committee and the Financial Auditor when preparing their respective audit reports.
 - ・ “Systems for Ensuring Proper Business Operations” and “Status of Operation of Systems for Ensuring Proper Business Operations” in the Business Report
 - ・ “Consolidated Statement of Changes in Equity” and “Notes to Consolidated Financial Statements” in the Consolidated Financial Statements
 - ・ “Non-consolidated Statement of Changes in Equity” and “Notes to Non-consolidated Financial Statements” in the Non-consolidated Financial Statements
- ◎ If you are attending the Meeting in person, please submit the voting form to the reception desk upon arrival.
- ◎ If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted on the Company’s website and the TSE website.
- ◎ Please note that gifts are not provided to shareholders attending the Meeting in person.
- ◎ Please note that an informal gathering for shareholders will not be held.

Reference Materials for the General Meeting of Shareholders

Proposal No. 1 Appropriation of Surplus

The Company proposes the following appropriation of surplus.

Matters concerning the proposed year-end dividend

After taking into consideration performance in the current term, future business expansion, etc. the Company proposes to pay a year-end dividend for the current term as follows.

- (1) Type of assets to be distributed to shareholders
Cash
- (2) Matters concerning the allocation of assets to be distributed to shareholders and the total amount thereof
The Company proposes to pay a cash dividend of ¥63 per common share.
The total amount of dividends to be paid will be ¥780,738,210.
- (3) Effective date of dividend of surplus
June 20, 2025

Proposal No. 2 Election of Four Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all four Directors (excluding Directors who are Audit and Supervisory Committee Members, the same applies below for this item) will expire at the conclusion of this meeting. Therefore, the Company proposes the election of four Directors.

Candidates for Director are as follows.

Candidate No.	Name	Position in the Company	
1	Motoshi Suzuki	President, CEO, General Manager, 2nd Solution Development Division, and General Manager, Administration Division	Reelection
2	Kyohei Mizuno	Director General Manager, System Sales Division	Reelection
3	Hiroyuki Ogino	Director General Manager, 1st Solution Development Division	Reelection
4	Shunsuke Tatsumi	Director Deputy General Manager, System Sales Division	Reelection

Reelection: Candidate for Director to be reelected

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company		Number of the Company's shares owned
1	<div> <div>Reelection</div> <div>Motoshi Suzuki (January 5, 1974)</div> <div>Tenure 13 years</div> <div>Attendance at Board of Directors meetings 13/13 times</div> </div>	Apr. 1998	Joined the Company	49,100 shares
		Apr. 2007	Department Manager, 2nd Application Development Department	
		Apr. 2009	Deputy General Manager, System Development Division	
		June 2012	Director	
		Apr. 2014	General Manager, Solution Development Division	
		Apr. 2017	General Manager, 3rd Development Division	
		Apr. 2018	General Manager, Solution Development Division	
		June 2021	Representative Director and Senior Vice President CEO, Pro-Ship Frontier Incorporated (current position)	
		June 2022	Representative Director and Executive Vice President of the Company	
		Apr. 2023	Representative Director and Executive Vice President, General Manager, 3rd Solution Development Division, and General Manager, Administration Division	
		Apr. 2024	President, CEO (current position), General Manager, 2nd Solution Development Division, and General Manager, Administration Division (current position)	
[Reasons for nomination as candidate for Director] Motoshi Suzuki has a track record, broad experience, etc. in making significant contributions, such as in strengthening the development structure for the Company's package system as General Manager of Solution Development Division of the Company. Accordingly, the Company again judges that he is well qualified to serve as a Director.				
2	<div> <div>Reelection</div> <div>Kyohei Mizuno (April 20, 1981)</div> <div>Tenure 1 year</div> <div>Attendance at Board of Directors meetings 13/13 times</div> </div>	July 2006	Joined the Company	8,300 shares
		Apr. 2017	Department Manager, 3rd FS Department, System Sales Division	
		Apr. 2018	Deputy General Manager, System Sales Division	
		Apr. 2022	Executive Officer, and Deputy General Manager, System Sales Division	
		Apr. 2024	General Manager, System Sales Division (current position)	
		June 2024	Director (current position)	
[Reasons for nomination as candidate for Director] Kyohei Mizuno has a track record, broad experience, etc. in making significant contributions in strengthening the sales structure for the Company's social infrastructure package systems and expanding net sales. Accordingly, the Company judges that he is well qualified to serve as a Director.				

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company		Number of the Company's shares owned
3	<div>Reelection</div> <div>Hiroyuki Ogino (January 29, 1979)</div> <div>Tenure 1 year</div> <div>Attendance at Board of Directors meetings 13/13 times</div>	May 2007 Apr. 2012 Apr. 2023 Apr. 2024	Joined the Company Department Manager, 3rd FS Development Department, System Development Division Deputy General Manager, 1st Solution Development Division General Manager, 1st Solution Development Division (current position) Director (current position)	7,300 shares
	<div>[Reasons for nomination as candidate for Director]</div> <div>Hiroyuki Ogino has a track record, broad experience, etc. in making significant contributions, such as in strengthening the development structure for the Company's social infrastructure package systems as Department Manager of Solution Development Department of the Company. Accordingly, the Company judges that he is well qualified to serve as a Director.</div>			
4	<div>Reelection</div> <div>Shunsuke Tatsumi (October 3, 1981)</div> <div>Tenure 3 years</div> <div>Attendance at Board of Directors meetings 13/13 times</div>	Apr. 2006 Apr. 2013 Apr. 2015 Apr. 2018 Apr. 2020 Apr. 2021 June 2022 Apr. 2023 Apr. 2024	Joined the Company Department Manager, 1st Sales Department and Department Manager, IFRS Promotion Department Deputy General Manager, FS Sales Division Executive Officer, and Deputy General Manager, System Sales Division Department Manager, Rule Response Promotion Department General Manager, System Sales Division Director (current position) Department Manager, Revised Lease Accounting Solutions Promotion Department Deputy General Manager, System Sales Division (current position)	19,300 shares
	<div>[Reasons for nomination as candidate for Director]</div> <div>Shunsuke Tatsumi has a track record, broad experience, etc. in making significant contributions in strengthening the sales structure for the Company's package system and promoting solutions following the application of system reforms. Accordingly, the Company again judges that he is well qualified to serve as a Director.</div>			

Proposal No. 3 Election of Two Directors Who Are Audit and Supervisory Committee Members

The terms of office of Directors Toshio Endo and Futoshi Ichimasa, who are Audit and Supervisory Committee Members, will expire. Therefore, the Company proposes the election of two Directors who are Audit and Supervisory Committee Members.

Candidates for Audit and Supervisory Committee Member are as follows.

Candidate No.	Name	Position in the Company	
1	Chiyoko Matsumoto	–	New election Outside Independent
2	Futoshi Ichimasa	Outside Director, Audit and Supervisory Committee Member	Reelection Outside Independent

Reelection: Candidate for Director to be reelected

New election: Candidate for Director to be newly elected

Outside: Candidate for Outside Director

Independent: Independent officer as defined by the securities exchange

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company		Number of the Company's shares owned
1	<div> <div> <div>New election</div> <div>Outside</div> <div>Independent</div> </div> <div> Chiyoko Matsumoto (May 21, 1961) Tenure - years Attendance at Board of Directors meetings -/13 times </div> </div>	Apr. 1982 July 1986 June 1989 July 1998 Aug. 2021 Apr. 2025	Joined Mitsui Fudosan Construction Co., Ltd. Joined Japan M.I.S. Co., Ltd. (currently Pro-Ship Incorporated) Manager, Administration Department, Japan M.I.S. Co., Ltd. Joined The Human Co., Ltd. Joined The Tesshokan Educational Institution General Manager, Finance Division, The Tesshokan Educational Institution (current position) General Manager, Finance Department, Kameda University of Health Science (current position)	- shares
	[Reasons for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member and outline of expected roles] Chiyoko Matsumoto has been involved in general business operations at corporate departments related to accounting, finance, human resources, etc. for many years and she also has past experience of leading accounting and human resources operations at the Company. She has sufficient insight in supervising corporate management. Accordingly, the Company judges that she will appropriately execute her duties as an outside Director who is an Audit and Supervisory Committee Member.			
2	<div> <div> <div>Reelection</div> <div>Outside</div> <div>Independent</div> </div> <div> Futoshi Ichimasa (May 4, 1963) Tenure 4 years Attendance at Board of Directors meetings 13/13 times </div> </div>	Apr. 1987 Aug. 2008 Jan. 2009 June 2015 Oct. 2020 June 2021 Apr. 2022	Joined The Nikko Securities Co., Ltd. (currently SMBC Nikko Securities Inc.) Seconded to Nikko Citigroup Limited Joined Mitsubishi UFJ Securities Co., Ltd. (currently Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.) General Manager of Corporate Sales, Hiroshima Branch of Mitsubishi UFJ Morgan Stanley Securities Co., Ltd. Founded Onyva East, Representative (current position) Advisor to Information Security Inc. Outside Director, Audit and Supervisory Committee Member of the Company (current position) Advisor to Mirai Works Inc. (current position)	50 shares
	[Reasons for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member and outline of expected roles] Futoshi Ichimasa has abundant knowledge related to management strategies that contribute to the improvement of corporate value through his experience in securities business operations. Accordingly, the Company judges that he will continue to utilize this knowledge to appropriately execute his duties as an outside Director.			

<Reference> Skills matrix

With regard to the experience and knowledge that should be acquired by the Board of Directors and which are required to achieve sustainable growth and increase corporate value over the medium to long term, the Company has identified the skills that will serve as the foundation of corporate management and the skills needed for the business operations of the Company. If this proposal is approved and adopted, the skills matrix for the Board of Directors will be as follows.

Name	Position in the Company	Corporate management	Business knowledge	Leadership	Marketing/sales	Project management	IT/technology	Human capital development/labor affairs	Finance/accounting	Compliance/legal affairs
Motoshi Suzuki	President, CEO	○	○	○		○	○	○	○	○
Kyohei Mizuno	Director		○	○	○					
Hiroyuki Ogino	Director		○	○		○	○			
Shunsuke Tatsumi	Director		○	○	○				○	
Masamichi Nagakura	Outside Director (Standing Audit and Supervisory Committee Member)	○								○
Chiyoko Matsumoto	Outside Director (Standing Audit and Supervisory Committee Member)							○	○	○
Futoshi Ichimasa	Outside Director (Audit and Supervisory Committee Member)				○				○	○

Proposal No. 4 Payment of Officer Bonuses

As of the end of the current fiscal year, the Company plans to distribute a total of ¥33,950,000 in officer bonuses, considering the traditional payment amounts and the performance of the current fiscal year. This total includes ¥32,000,000 for four Directors (excluding those who are Audit and Supervisory Committee Members) and ¥1,950,000 for three Directors who are Audit and Supervisory Committee Members (including ¥1,950,000 for Outside Directors).

This proposal has been determined by the Board of Directors following comprehensive consideration of the Company's performance and the achievements of each Director, and deliberation by the Nomination and Compensation Advisory Committee. Accordingly, the Company considers this proposal justifiable.