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Securities code: 3921

April 10, 2026

(Commencement date of measures for electronic provision of information: April 6, 2026)

To Shareholders with Voting Rights:

Akinori Saito
Representative Director and President
NEOJAPAN Inc.
10th Floor, Yokohama Landmark Tower
2-2-1 Minatomirai, Nishi-ku
Yokohama City, Kanagawa, Japan

**NOTICE OF
THE 34th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We hereby inform you that the 34th Annual General Meeting of Shareholders of NEOJAPAN Inc. (the “Company”) will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken measures for electronic provision of information. Thus, information subject to the measures for electronic provision is posted in the Notice of the 34th Annual General Meeting of Shareholders on the Company’s website below.

The Company’s website: <https://www.neo.co.jp/en/ir/reports/>

Please select the link titled “Various Reports” on the Company’s website above.

In addition to the above, the information is also posted on the website below.

Tokyo Stock Exchange’s website:

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

Please access the above website, enter and search for the Issue name (company name) or securities code, select “Basic information” and “Documents for public inspection/PR information,” in that order, and view the information.

In lieu of attending the meeting in person, you may exercise your voting rights in writing or via the internet. Please review the Reference Documents for the General Meeting of Shareholders included in the information subject to the measures for electronic provision, and exercise your voting rights by no later than 6:00 p.m. on Monday, April 27, 2026, Japan time.

- 1. Date and Time:** Tuesday, April 28, 2026 at 10:00 a.m. Japan time
(Reception will start at 9:30 a.m.)
- 2. Venue:** Banquet Room B, 25th Floor, Yokohama Landmark Tower
2-2-1 Minatomirai, Nishi-ku, Yokohama City, Kanagawa, Japan
(Please refer to the map at the end of the Japanese version of this Notice.)

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report and Consolidated Financial Statements for the Company's 34th Fiscal Year (February 1, 2025 - January 31, 2026) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 34th Fiscal Year (February 1, 2025 - January 31, 2026)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Partial Amendment to the Articles of Incorporation
- Proposal 3:** Election of One Director
- Proposal 4:** Revision of Remuneration Amount for Directors

4. Matters Determined for Convocation of General Meeting of Shareholders:

- (1) If there is no indication of a vote for or against each proposal on the Voting Rights Exercise Form, it shall be deemed and treated as an indication of consent.
- (2) When you exercise your voting rights both via the internet and in writing, the voting rights exercised via the internet shall be deemed and treated as a valid vote. Additionally, when exercising your voting rights twice or more via the internet, the voting rights exercised last shall be deemed and treated as a valid vote.

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- ⊙ When attending the meeting, please bring the enclosed Voting Rights Exercise Form and submit it at the reception desk. Additionally, please bring this Notice with you in order to conserve resources.
- ⊙ In accordance with laws and regulations and Article 14 of the Company's Articles of Incorporation, the following items are not stated in the document to be sent to shareholders who have requested the provision of physical documents. Therefore, the document is part of documents audited by the Audit & Supervisory Board and the Accounting Auditor in the preparation of the audit report and accounting audit report, respectively.
 - Notes to the Consolidated Financial Statements
 - Notes to the Non-consolidated Financial Statements
- ⊙ Should the information subject to electronic provision require revisions, the revised versions will be posted on the relevant websites.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company's basic policy is to pay progressive dividends (*), with the principle of stable and sustained dividend increases through sustained profit growth, taking into consideration the balance between establishing a stable management base over the long term and the internal reserves necessary for future business expansion. With regard to a dividend payout ratio, the Company targets a consolidated dividend payout ratio of 40%. The Company proposes the year-end dividend for the fiscal year under review as described below.

The annual dividend for the fiscal year under review is 52 yen per share, which includes an interim dividend of 21 yen per share that has already been paid.

* A dividend policy of maintaining or increasing dividends without reducing them in principle.

- (1) Type of dividend property:
Cash
- (2) Matters concerning the allotment of dividend property to shareholders and the total amount:
31 yen per share of the common stock of the Company
Total amount: 434,554,063 yen
- (3) Effective date of the dividend of surplus:
April 30, 2026

Proposal 2: Partial Amendment to the Articles of Incorporation

1. Reason for the proposal

In order to achieve future business expansion and further strengthen the management structure, the Company proposes amendments to Article 19 (Number of Directors) of the current Articles of Incorporation to change the maximum number of Directors from no more than eight to no more than ten.

2. Details of the amendments

The details of the amendments are as follows:

(Underlined parts indicate amendments.)

Current Articles of Incorporation	Proposed Amendments
Article 19 (Number of Directors) 1. The number of Directors of the Company shall be no more than <u>eight</u> .	Article 19 (Number of Directors) 1. The number of Directors of the Company shall be no more than <u>ten</u> .

Proposal 3: Election of One Director

Subject to the approval of Proposal 2 “Partial Amendment to the Articles of Incorporation,” the Company proposes the election of one Director, increasing the number of Directors by one, in order to further strengthen the management structure. The term of office of the newly elected Director shall expire at the time when the terms of office of the other incumbent Directors expire, in accordance with the provisions of the Articles of Incorporation of the Company.

The candidate for Director is as shown below:

The election of the candidate for Director has been deliberated by the non-statutory Nomination and Remuneration Committee.

Name (Date of birth)	Career summary, significant concurrent positions, positions and responsibilities at the Company	Number of shares of the Company held
[New appointment] Kosuke Saito (November 21, 1991) Male	April 2014 Joined NTT DATA Japan Corporation April 2016 Joined the Company June 2019 Chief Executive Officer of DELCUI Inc. (current position) May 2024 Executive Officer of the Company (current position)	—
	[Reason for nomination as candidate for Director] Mr. Kosuke Saito has been engaged in sales since joining the Company in 2016, and since June 2019, as the representative of the U.S. subsidiary (DELCUI Inc.), he has been involved in local market research and the identification of partner companies, as well as the planning and development of cloud services, among others. The Company has deemed it appropriate to appoint him as Director because he is expected to contribute to the Company Group’s sustainable growth and enhanced corporate value through the expansion of AI-related products and services and the strengthening of overseas business and sales capabilities.	

- Notes:
1. There are no special interests between the candidate and the Company.
 2. Mr. Kosuke Saito is the son of Mr. Akinori Saito (Name on the family register: Akihiro Saito), Representative Director of the Company.
 3. The Company has concluded a directors and officers liability insurance contract with all Directors as the insured. The contract will cover damages that may arise due to insured Directors assuming liability for their execution of duties, or receiving a claim for the pursuit of such liability. If the candidate assumes the position of Director, the candidate will be included as the insured under this insurance contract, and the Company will renew this insurance contract during the term of office of the candidate.

Proposal 4: Revision of Remuneration Amount for Directors

The remuneration amount for Directors of the Company has been set at no more than 200 million yen per year pursuant to a resolution adopted at the Extraordinary General Meeting of Shareholders held on April 28, 2004, and has remained unchanged to date. However, in consideration of factors such as the expansion of the business scale of the Company Group and the increase in the number of Directors, including Outside Directors, the Company proposes to revise the remuneration amount for Directors to no more than 250 million yen per year (of which the amount of remuneration, etc. for Outside Directors shall be no more than 30 million yen per year), for the purpose of further enhancing Directors' motivation and strengthening the management structure toward the medium- to long-term enhancement of corporate value of the Company.

In addition, the Company considers this proposal to be appropriate in light of the above purpose, as it has been deliberated and reported on by the Nomination and Remuneration Committee chaired by an independent Outside Director.

As of now, the Company has eight Directors (including three Outside Directors). If Proposal 2 and Proposal 3 are approved as originally proposed, the number of Directors will be nine (including three Outside Directors).

[Reference] Skill Matrix of Directors

The following is a skill matrix for the Directors of the Company following the election of the candidate at this Annual General Meeting of Shareholders. This table does not represent all of the skills of each Director, but rather indicates the areas in which the Company expects each Director to contribute to the discussions at the Board of Directors in light of that Director's knowledge and experience.

Name	Corporate management	Technology / R&D	Sales strategy	Finance and accounting	Personnel and labor affairs / Human resources development	Legal affairs / Compliance / Risk management	Overseas businesses
Akinori Saito	●	●	●		●		●
Mamoru Okanda	●	●	●				
Makoto Tokiwa	●			●	●	●	
Yuji Yano	●	●			●		
Ichiro Hayama	●		●		●		
Kosuke Saito		●	●				●
Hirofumi Ozaki	●			●			
Shigehiko Matsumoto	●				●		●
Sachiko Hosokawa	●					●	