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Securities Code: 3763

June 3, 2026

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 57th Annual General Meeting of Shareholders

We are pleased to announce the 57th 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 17, 2026 at 6:00 p.m. (JST)

- 1. Date and time**      Thursday, June 18, 2026 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 57th term (April 1, 2025 to March 31, 2026), 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 57th term (April 1, 2025 to March 31, 2026)

#### **Matters to be resolved**

- |                       |                                                                                                  |
|-----------------------|--------------------------------------------------------------------------------------------------|
| <b>Proposal No. 1</b> | Appropriation of Surplus                                                                         |
| <b>Proposal No. 2</b> | Election of Five Directors (Excluding Directors Who Are Audit and Supervisory Committee Members) |
| <b>Proposal No. 3</b> | Election of One Director Who Is an Audit and Supervisory Committee Member                        |
| <b>Proposal No. 4</b> | 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 ¥40 per common share.  
The total amount of dividends to be paid will be ¥1,029,950,680.
- (3) Effective date of dividend of surplus  
June 19, 2026

**Proposal No. 2** Election of Five 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 five Directors.

In addition, the consent of the Audit and Supervisory Committee has been obtained for the submission of this proposal.

Candidates for Director are as follows.

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

Reelection: Candidate for Director to be reelected

New election: Candidate for Director to be newly elected

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
1	<p><b>Reelection</b></p> <p>Motoshi Suzuki (January 5, 1974)</p> <p>Tenure 14 years</p> <p>Attendance at Board of Directors meetings 13/13 times</p>	<p>Apr. 1998      Joined the Company</p> <p>Apr. 2007      Department Manager, 2nd Application Development Department</p> <p>Apr. 2009      Deputy General Manager, System Development Division</p> <p>June 2012      Director</p> <p>Apr. 2014      General Manager, Solution Development Division</p> <p>Apr. 2017      General Manager, 3rd Development Division</p> <p>Apr. 2018      General Manager, Solution Development Division</p> <p>June 2021      Representative Director and Senior Vice President CEO, Pro-Ship Frontier Incorporated (current position)</p> <p>June 2022      Representative Director and Executive Vice President of the Company</p> <p>Apr. 2024      President, CEO, General Manager, 2nd Solution Development Division, and General Manager, Administration Division</p> <p>Apr. 2026      President, CEO, General Manager, Administration Division (current position)</p>	112,200 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>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.</p>			
2	<p><b>Reelection</b></p> <p>Kyohei Mizuno (April 20, 1981)</p> <p>Tenure 2 years</p> <p>Attendance at Board of Directors meetings 13/13 times</p>	<p>July 2006      Joined the Company</p> <p>Apr. 2017      Department Manager, 3rd FS Department, System Sales Division</p> <p>Apr. 2018      Deputy General Manager, System Sales Division</p> <p>Apr. 2022      Executive Officer, and Deputy General Manager, System Sales Division</p> <p>Apr. 2024      General Manager, System Sales Division (current position)</p> <p>June 2024      Director (current position)</p>	20,200 shares
<p>[Reasons for nomination as candidate for Director]</p> <p>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 again judges that he is well qualified to serve as a Director.</p>			

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
3	<p><u>Reelection</u></p> <p>Hiroyuki Ogino (January 29, 1979)</p> <p>Tenure 2 years</p> <p>Attendance at Board of Directors meetings 13/13 times</p>	<p>May 2007      Joined the Company</p> <p>Apr. 2012      Department Manager, 3rd FS Development Department, System Development Division</p> <p>Apr. 2023      Deputy General Manager, 1st Solution Development Division</p> <p>Apr. 2024      General Manager, 1st Solution Development Division Director (current position)</p> <p>Apr. 2026      General Manager, Solution Development Division (current position)</p>	26,400 shares
	<p>[Reasons for nomination as candidate for Director]</p> <p>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 again judges that he is well qualified to serve as a Director.</p>		
4	<p><u>Reelection</u></p> <p>Shunsuke Tatsumi (October 3, 1981)</p> <p>Tenure 4 years</p> <p>Attendance at Board of Directors meetings 13/13 times</p>	<p>Apr. 2006      Joined the Company</p> <p>Apr. 2013      Department Manager, 1st Sales Department and Department Manager, IFRS Promotion Department</p> <p>Apr. 2015      Deputy General Manager, FS Sales Division</p> <p>Apr. 2018      Executive Officer, and Deputy General Manager, System Sales Division</p> <p>Apr. 2020      Department Manager, Rule Response Promotion Department</p> <p>Apr. 2021      General Manager, System Sales Division</p> <p>June 2022      Director (current position)</p> <p>Apr. 2023      Department Manager, Revised Lease Accounting Solutions Promotion Department</p> <p>Apr. 2024      Deputy General Manager, System Sales Division (current position)</p>	39,200 shares
	<p>[Reasons for nomination as candidate for Director]</p> <p>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.</p>		
5	<p><u>New election</u></p> <p>Chie Kato (May 8, 1973)</p> <p>Tenure – years</p> <p>Attendance at Board of Directors meetings – times</p>	<p>Apr. 1994      Joined the Company</p> <p>Apr. 2016      Acting Department Manager, Sales Promotion Department</p> <p>Apr. 2020      Department Manager, Sales Promotion Department</p> <p>June 2023      Department Manager, Sales Promotion Department Audit &amp; Supervisory Board Member, Pro-Ship Frontier Incorporated (current position)</p> <p>Apr. 2024      Deputy General Manager, System Sales Division (current position)</p>	110,200 shares
	<p>[Reasons for nomination as candidate for Director]</p> <p>Chie Kato has a track record, broad experience, etc. in making significant contributions in strengthening the sales process for the Company's package system and enhancing the value of product brands through promotional activities. Accordingly, the Company judges that she is well qualified to serve as a Director.</p>		

(Note) There is no special interest between any of the candidates and the Company.

**Proposal No. 3** Election of One Director Who Is an Audit and Supervisory Committee Member

The term of office of Masamichi Nagakura, a Director who is an Audit and Supervisory Committee Member, will expire. Therefore, the Company proposes the election of one Director who is an Audit and Supervisory Committee Member. In addition, the consent of the Audit and Supervisory Committee has been obtained for the submission of this proposal. The candidate for Director who is an Audit and Supervisory Committee Member is as follows.

Name	Position in the Company	
Yoshie Mitamura	-	New election Outside Independent

New election: Candidate for Director to be newly elected

Outside: Candidate for Outside Director

Independent: Independent officer as defined by the securities exchange

Name (Date of birth)	Career summary, and position and responsibility in the Company	Number of the Company's shares owned
<div style="border: 1px solid black; padding: 2px; width: fit-content;">New election</div> <div style="border: 1px solid black; padding: 2px; width: fit-content;">Outside</div> <div style="border: 1px solid black; padding: 2px; width: fit-content;">Independent</div> <p style="text-align: center;">Yoshie Mitamura (November 9, 1971)</p> <p style="text-align: center;">Tenure – years</p> <p style="text-align: center;">Attendance at Board of Directors meetings – times</p>	<p>Apr. 1994      Joined Japan M.I.S. Co., Ltd. (currently Pro-Ship Incorporated)</p> <p>Apr. 1998      Started working as a freelance business application developer</p> <p>Jan. 2000      Project Leader, Internal Systems Department, Konami Digital Entertainment Co., Ltd.</p> <p>Dec. 2011      Worked as a dispatched employee at a foreign-affiliated pharmaceutical company</p> <p>May 2016      Data Analyst, Domino's Pizza Japan, Inc.</p> <p>Mar. 2018      Team Leader, External Sales Data Analysis Team, Marketing Domain, KONICA MINOLTA JAPAN, INC.</p> <p>Mar. 2023      General Manager, Digital Career Design Promotion Department, Corporate Headquarters, KONICA MINOLTA JAPAN, INC. (current position)</p>	– shares
<p>[Reasons for nomination as candidate for Outside Director who is an Audit and Supervisory Committee Member and outline of expected roles]</p> <p>Yoshie Mitamura has been engaged in system development, marketing, and human resource development for many years, and has sufficient insight in supervising corporate management. Although she has not been directly involved in corporate management, the Company judges that she will appropriately execute her duties as an Outside Director who is an Audit and Supervisory Committee Member.</p>		

- (Note) 1. There is no special interest between Yoshie Mitamura and the Company.
2. Yoshie Mitamura is a candidate for Outside Director.
3. Should the election of Yoshie Mitamura be approved, pursuant to Article 427, paragraph (1) of the Companies Act, the Company plans to enter into an agreement with her to limit her liability for damages under Article 423, paragraph (1) of the same Act. The maximum amount of liability for damages under this agreement will be the minimum liability amount provided for under Article 425, paragraph (1) of the same Act.
4. Yoshie Mitamura satisfies the requirements for an independent officer as provided for by Tokyo Stock Exchange, and the Company plans to designate her as an independent officer if her election is approved.

<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 Proposal No. 2 and Proposal No. 3 are approved and adopted, the skills matrix for the Board of Directors will be as follows.

Name	Position in the Company	Corporate management	Business strategy	Business knowledge	Sales/marketing	IT/technology	Human capital, organizational development	Finance/accounting/tax affairs	Legal affairs/governance	Capital markets, IR/ SR	Sustainability
Motoshi Suzuki	President, CEO	○	○				○	○		○	
Kyohei Mizuno	Director		○	○	○				○		
Hiroyuki Ogino	Director		○	○		○					
Shunsuke Tatsumi	Director		○	○	○			○			
Chie Kato	Director		○	○	○		○				○
Chiyoko Matsumoto	Outside Director (Standing Audit and Supervisory Committee Member)						○	○	○		○
Futoshi Ichimasa	Outside Director (Audit and Supervisory Committee Member)	○			○			○		○	
Yoshie Mitamura	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 ¥39,450,000 in officer bonuses, considering the traditional payment amounts and the performance of the current fiscal year. This total includes ¥37,500,000 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.