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Securities code: 3921

April 8, 2025

(Commencement date of measures for electronic provision of information: April 2, 2025)

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 33rd 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 33rd 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 33rd Annual General Meeting of Shareholders on the Company’s website below.

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

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 Thursday, April 24, 2025, Japan time.

- 1. Date and Time:** Friday, April 25, 2025 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 33rd Fiscal Year (February 1, 2024 - January 31, 2025) 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 33rd Fiscal Year (February 1, 2024 - January 31, 2025)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Election of Eight 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 40 yen per share, which includes an interim dividend of 14 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:
26 yen per share of the common stock of the Company
Total amount: 363,843,428 yen
- (3) Effective date of the dividend of surplus:
April 28, 2025

Proposal 2: Election of Eight Directors

The number of current Directors of the Company is seven and their terms of office will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the Company proposes the election of eight Directors (including three Outside Directors), an increase of the number of Directors by one, to strengthen the management structure.

The candidates for Directors are as shown below:

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

No.	Name (Date of birth)	Career summary, significant concurrent positions, positions and responsibilities at the Company		Number of shares of the Company held
1	[Reappointment] Akinori Saito (Name on the family register: Akihiro Saito) (December 16, 1961) Male	April 1980	Joined Nippon Telegraph and Telephone Public Corporation (current Nippon Telegraph and Telephone Corporation)	1,240,400
		August 1990	Joined Business Infor Co., Ltd.	
		February 1992	Founded the Company as Representative Director and President (current position)	
		November 2006	Representative Director of Prosidus Inc. (current position)	
		August 2019	Chairman of the Board of Pro-SPIRE Inc. (current position)	
		December 2019	Director of NEOREKA ASIA Sdn. Bhd. (current position)	
		February 2021	Director of NEO THAI ASIA Co., Ltd. (current position)	
		April 2024	Representative Director of NEOPhilippine Tech Inc. (current position)	
	[Reason for nomination as candidate for Director] Mr. Akinori Saito is the founder of the Company and has extensive experience and knowledge in internet-related technologies, service operations, and commissioned development. He has played an important role in the planning, decision-making, and execution of management policies and business strategies as Representative Director and President of the Company since its establishment. Therefore, the Company has deemed it appropriate to reappoint him as Director of the Company.			
2	[Reappointment] Mamoru Okanda (October 8, 1956) Male	July 1980	Joined Toshiba Engineering Corporation (current TOSHIBA DIGITAL SOLUTIONS CORPORATION)	102,000
		February 2005	Joined the Company as General Manager of Product Management Division	
		July 2005	Director	
		May 2016	Managing Director (current position)	
		October 2020	General Manager of Product Management Division and supervising Marketing Management Department	
		February 2023	General Manager of Product Management Division	
		April 2025	General Manager of DX Division (current position)	
	[Reason for nomination as candidate for Director] Mr. Mamoru Okanda has been in charge of the sales division of the Company for many years and has made a significant contribution to the establishment and expansion of the Company’s revenue base as Director since 2005 and as Managing Director from 2016 to the present. The Company has deemed it appropriate to reappoint him as Director because he is expected to continue to play a proper role in the expansion of the Company Group’s business by leveraging his extensive experience and knowledge in all aspects of business operations.			

No.	Name (Date of birth)	Career summary, significant concurrent positions, positions and responsibilities at the Company		Number of shares of the Company held
3	[Reappointment] Makoto Tokiwa (May 27, 1975) Male	October 1998	Joined Showa Ota & Co. (current Ernst & Young ShinNihon LLC)	30,300
		April 2002	Register as a certified public accountant	
		October 2004	Opened Tokiwa CPA Office	
		April 2005	Joined Nakamura CPA Office	
		January 2007	Joined the Company as Executive Officer and Section Manager in charge of Accounting and Finance	
		August 2016	Registered as a medium and small business consultant	
		February 2021	Director of NEO THAI ASIA Co., Ltd. (current position)	
		April 2021	Director in charge of Accounting and Finance and General Manager of Corporate Department of the Company (current position)	
		February 2024	Director of NEOREKA ASIA Sdn. Bhd. (current position)	
		February 2024	Director of NEOPhilippine Tech Inc. (current position)	
[Reason for nomination as candidate for Director] In addition to his extensive experience and expertise as a certified public accountant, Mr. Makoto Tokiwa has contributed to strengthening the function of the corporate division, most notably in the areas of accounting and finance, as Executive Officer and Section Manager in charge of Accounting and Finance of the Company since 2007 and as Director since 2021. The Company has deemed it appropriate to reappoint him as Director because he is expected to contribute to the Company Group’s sustainable growth and enhanced corporate value.				
4	[New appointment] Yuji Yano (July 25, 1977) Male	April 2000	Joined the Company	29,837
		April 2021	Section Manager in charge of Engineering Division	
		April 2022	Section Manager, Engineering Division	
		May 2022	Executive Officer, Section Manager, Engineering Division (current position)	
	[Reason for nomination as candidate for Director] Mr. Yuji Yano has been consistently engaged in system development as well as product and service development as engineer since his joining the Company, and is currently serving as Executive Officer responsible for Engineering Division. 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 advancing the technological strength based on his extensive experience and track record in development work.			

No.	Name (Date of birth)	Career summary, significant concurrent positions, positions and responsibilities at the Company		Number of shares of the Company held
5	[New appointment] Ichiro Hayama (November 24, 1973) Male	April 1998	Joined Zuken Process Design Research Institute (current Zuken Tec Inc.)	11,937
	September 2002 April 2016 April 2021 August 2021 April 2025	Joined the Company Section Manager, Solutions Sales Department, Product Management Division Section Manager, Customer Success Department Executive Officer, Section Manager, Customer Success Department, Section Manager, Cloud Sales Department, Product Management Division Executive Officer, General Manager of Sales Division, Section Manager, Cloud Sales Department, Section Manager, Customer Success Department (current position)		
[Reason for nomination as candidate for Director] Mr. Ichiro Hayama has been engaged in sales for a long time since his joining the Company. Since 2021, he has been serving as Executive Officer responsible for Cloud Sales Department and Customer Success Department which is a critical function to establish the retention of users in the stock-based business. 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 strengthening sales capabilities and expansion of stable revenue based on his extensive experience and track record in such business.				
6	[Reappointment] Hirofumi Ozaki (November 3, 1972) Male	April 1996 May 1998 April 2005 July 2015 July 2022 November 2022	Joined DDI Pocket Co., Ltd. (current SoftBank Corp.) Joined Ozaki Accounting Office Registered as a certified tax accountant Founded Hirofumi Ozaki Tax Accountant Office as Director Outside Director of the Company (current position) Representative Partner of Surugadai Tax Accountant Corporation (current position) Representative Partner of Surugadai Associates Limited Liability Company (current position)	—
	[Reason for nomination as candidate for Outside Director and expected role] Mr. Hirofumi Ozaki has acquired expertise as a certified tax accountant as well as extensive knowledge of finance and accounting. Serving as an Outside Director of the Company since 2015, he has contributed to ensuring the validity and adequacy of decision-making by the Board of Directors. The Company has deemed it appropriate to reappoint him as Outside Director because he is expected to adequately perform the supervisory function of the Board of Directors based on his expertise and extensive knowledge of finance and accounting. Although he has never been involved in corporate management in any way other than by serving as an Outside Director, for the reasons stated above, the Company has determined that he will be able to adequately perform his duties as Outside Director.			

No.	Name (Date of birth)	Career summary, significant concurrent positions, positions and responsibilities at the Company		Number of shares of the Company held
7	[Reappointment] Shigehiko Matsumoto (August 6, 1954) Male	April 1978	Joined Sumitomo Bank, Limited (current Sumitomo Mitsui Banking Corporation)	—
		April 2010	Executive Officer of The Japan Research Institute, Limited	
June 2011		Director and Managing Executive Officer of The Japan Research Institute, Limited		
June 2015		Director and Senior Managing Executive Officer of The Japan Research Institute, Limited		
April 2018		Outside Director of the Company (current position)		
September 2021		Chairperson of the Nomination and Remuneration Committee of the Company (current position)		
[Reason for nomination as candidate for Outside Director and expected role] Mr. Shigehiko Matsumoto has a wealth of experience and extensive knowledge from his many years of involvement in a wide range of corporate operations at financial institutions and the management of business companies engaged in system development and other similar business. Serving as an Outside Director of the Company since 2018, he has been providing useful advice and recommendations on the Company’s management. He also assumed the position of Chairperson of the Nomination and Remuneration Committee in September 2021 and has been participating in discussions on determining candidates for Directors and the remuneration for Directors etc. from an objective and neutral standpoint. The Company has deemed it appropriate to reappoint him as Outside Director because he is expected to adequately perform the supervisory function of the Board of Directors based on his abundant experience and extensive knowledge of management.				
8	[New appointment] Sachiko Hosokawa (June 25, 1976) Female	November 2000	Passed the Bar Examination	—
		November 2002	Completed the Legal Training and Research Institute of Japan (55th term)	
November 2002		Joined Endo Law Office		
April 2010		Part-time employee, Consumer Affairs Agency		
April 2011		Established Spring Sun Law Office (partner) (current Clear River Law Office)		
April 2012		Part-time contract staff, Japan Federation of Bar Associations		
April 2023		Full-time Legal Advisor, Hakuhold Inc. (current position)		
March 2024		Partner, Clear River Law Office (office name changed from Spring Sun Law Office) (current position)		
[Reason for nomination as candidate for Outside Director and expected role] Ms. Sachiko Hosokawa has professional insight, a wealth of experience, and high standards of legal compliance cultivated as attorney. The Company has deemed it appropriate to appoint her as Outside Director because she is expected to adequately perform the supervisory function of the Board of Directors based on her abundant experience and extensive knowledge of legal affairs and compliance as attorney. Although she has never been involved in corporate management, for the reasons stated above, the Company has determined that she will be able to adequately perform her duties as Outside Director.				

- Notes: 1. There are no special interests between each candidate and the Company.
2. Mr. Hirofumi Ozaki, Mr. Shigehiko Matsumoto, and Ms. Sachiko Hosokawa are candidates for Outside Director.
3. Mr. Hirofumi Ozaki has assumed the position of Outside Director of the Company since July 2015. He will have been in the position for nine years and ten months at the conclusion of this Annual General Meeting of Shareholders.

4. Mr. Shigehiko Matsumoto has assumed the position of Outside Director of the Company since April 2018. He will have been in the position for seven years at the conclusion of this Annual General Meeting of Shareholders.
5. 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 each candidate assumes the position of Director, each 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 each candidate.
6. The Company has entered into agreements with Mr. Hirofumi Ozaki and Mr. Shigehiko Matsumoto in accordance with Article 427, Paragraph 1 of the Companies Act to limit their liability for compensation as set forth in Article 423, Paragraph 1 of the same Act. The maximum amount of liability for compensation under the agreements is one million yen or the minimum liability amount as set forth in laws and regulations, whichever is higher. If the election of Mr. Hirofumi Ozaki and Mr. Shigehiko Matsumoto is approved, the Company will continue the said agreements with each candidate. If the election of Ms. Sachiko Hosokawa is approved, the Company will also enter into the same agreement with her to limit her liability.
7. Mr. Hirofumi Ozaki and Mr. Shigehiko Matsumoto have been registered as Independent Directors as stipulated in the regulations of the Tokyo Stock Exchange. If their election is approved, they will remain registered as Independent Directors. If the election of Ms. Sachiko Hosokawa is approved, the Company will also register her as Independent Director.

[Reference] Skill Matrix of Directors

The following is a skill matrix for each of the candidates if elected 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	●		●		●		
Hirofumi Ozaki	●			●			
Shigehiko Matsumoto	●				●		●
Sachiko Hosokawa	●					●	