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(Stock Exchange Code 9682)

June 10, 2024

(Date of commencement of measures for providing information in electronic format: June 3, 2024)

To Shareholders with Voting Rights:

Tomoaki Kitamura
Representative Director and President
DTS CORPORATION
2-23-1 Hatchobori Chuo-ku, Tokyo

NOTICE OF THE 52ND ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

We hereby notify you of the 52nd Annual General Meeting of Shareholders of DTS CORPORATION (the “Company”). The meeting will be held for the purposes as described below.

In convening this General Meeting of Shareholders, the Company has taken measures for providing information in electronic format and posted items subject to measures for providing information in electronic format as “Notice of the 52nd Annual General Meeting of Shareholders” on the website indicated below.

The Company’s website <https://www.dts.co.jp/ir/stock/meeting/>
(in Japanese)

In addition to the above website, the Notice is also posted on the website of the Tokyo Stock Exchange (TSE). To review the information on the TSE website, access the TSE website (TSE Listed Company Search), enter the Company’s name “DTS” in the “Issue name (company name)” field or the Company’s securities code “9682” in the “Code” field and click “Search,” select “Basic information,” then “Documents for public inspection/PR information,” and select the Notice.

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

Instead of attending the meeting, you can exercise your voting rights in writing or via the Internet, etc. Please review the Reference Documents for the General Meeting of Shareholders described in the items subject to measures for providing information in electronic format, and exercise your voting rights.

Guide to Exercise of Voting Rights

Exercise of Voting Rights by attending the General Meeting of Shareholders

Date of the meeting: Tuesday, June 25, 2024 at 10:00 a.m. (reception will open at 9:00 a.m.)

Please submit the enclosed Voting Rights Exercise Form at the reception desk.

Please bring this convocation notice with you to conserve natural resources.

Exercise of Voting Rights by Mail

Voting deadline: By 5:35 p.m. on Monday, June 24, 2024 (Arrival of Voting Forms)

Please review the attached Reference Documents for the General Meeting of Shareholders, indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form, and return it so that it is received by the voting deadline.

If there is no indication for or against any proposal, the vote will be deemed to have been cast for such proposal.

Exercise of Voting Rights by electromagnetic means (via the Internet, etc.)

Voting deadline: By 5:35 p.m. on Monday, June 24, 2024

Please access the voting rights exercise website noted on the Voting Rights Exercise Form (<https://www.web54.net>), review the Reference Documents for the General Meeting of Shareholders that are attached on this convocation notice or posted on the voting rights exercise website, and enter your vote for or against the proposals following the on-screen instructions.

* For the details of Exercise of Voting Rights via the Internet, etc., please refer to page 4 through 5.

- 1. Date and Time:** Tuesday, June 25, 2024 at 10:00 a.m. (reception will open at 9:00 a.m.)
2. Venue: 8F Conference Room (reception on 8F)
DTS CORPORATION Headquarters
Empire Building, 2-23-1 Hatchobori Chuo-ku, Tokyo

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 52nd Fiscal Year (April 1, 2023 - March 31, 2024) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 52nd Fiscal Year (April 1, 2023 - March 31, 2024)
*Regarding the handling of the matters to be reported, please see "Convocation of an Adjourned Meeting of the 52nd Annual General Meeting of Shareholders" on page 6.

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Election of Six (6) Directors Who Are Not Audit and Supervisory Committee Members
Proposal 3: Election of Three (3) Directors Who Are Audit and Supervisory Committee Members

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- (Request) When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. Please also bring this Notice of Convocation with you.
- (Notice) Should the items subject to measures for providing information in electronic format require revision, the revised versions will be posted on each website on which the information is posted. For this General Meeting of Shareholders, we have sent documents containing the items subject to measures for providing information in electronic format to all shareholders regardless of whether they requested the delivery of paper-based documents or not. (However, pursuant to laws and regulations and provisions of the Articles of Incorporation, certain items are not included.) Pursuant to laws and regulations and provisions of the Articles of Incorporation, the paper-based documents to be delivered to shareholders do not include the following items subject to measures for providing information in electronic format: system to ensure proper business execution; overview of operational progress of framework for ensuring appropriate business operations; consolidated statement of changes in equity; notes to the consolidated financial statements; non-consolidated statement of changes in equity; and notes to the non-consolidated financial statements. Therefore, the paper-based documents to be delivered to shareholders are part of the documents audited by the Audit and Supervisory Committee and the Accounting Auditor in preparing their respective audit reports.
Regarding the handling of the items subject to measures for providing information in electronic format, please see "Convocation of an Adjourned Meeting of the 52nd Annual General Meeting of Shareholders" on page 6.

Notes Regarding Exercise of Voting Rights via the Internet, etc.

Exercise of voting rights via the Internet is only possible via the voting rights exercise website designated by the Company. It is also possible to access the voting website using a smartphone, mobile phone, etc.

Voting deadline: By 5:35 p.m. on Monday, June 24, 2024

For the sake of tallying votes, please exercise your voting rights as soon as possible.

Voting rights exercise website: <https://www.web54.net>



You can access the voting rights exercise website by reading the QR code on the left using a mobile phone with a bar code reader.

For details on how to operate, please refer to the instruction manual for your mobile phone.

(QR code is a registered trademark of DENSO WAVE INCORPORATED.)

How to access the voting website using a personal computer

1. Access the voting rights exercise website
Then, click “Next.”
2. Enter the voting rights exercise code
Enter the “voting rights exercise code” written on the Voting Rights Exercise Form at hand (or in the convocation email) and click “Log In.”
3. Enter the password
Enter the “password” written on the Voting Rights Exercise Form and the new password you plan to use for this General Meeting of Shareholders, and click “Register.”

After that, please follow the on-screen instructions to enter your vote for or against the proposals.

How to exercise your voting rights with “Smart Exercise”

1. Read the QR code
Activate a camera on your smartphone and read the “QR code to log in to the voting rights exercise website for smartphones” printed on the Voting Rights Exercise Form at hand.
2. Choose how to exercise your voting rights
3. Choose to vote for or against each proposal

Please follow the on-screen instructions to complete the exercise.

* By reading the “QR code to log in to the voting rights exercise website for smartphones,” you can access the voting rights exercise website without entering the “voting rights exercise code” or “password.” With the “Smart Exercise,” only one vote can be entered.

* When you change your vote after the exercise, it is required to re-read the QR code and enter the “voting rights exercise code” and “password” written on your Voting Rights Exercise Form (or in the convocation email).

Matters to be attended to:

- If voting rights are exercised via the Internet, etc., it is not required to exercise voting rights by mail.
If voting rights are exercised both by mail and via the Internet, the exercise of voting rights via the Internet will be deemed valid.
- If voting rights are exercised via the Internet multiple times, or they are exercised redundantly using a PC, a smartphone, a mobile phone, etc., the last exercise of voting rights will be deemed valid.
- Internet service provider connection fees and telecommunications carrier fees (telephone fees, etc.) when accessing the voting rights exercise website shall be borne by the shareholder.

For any inquiries on exercise of voting rights via the Internet, please contact the following:	
Stock Transfer Agency Web Support, Sumitomo Mitsui Trust Bank, Limited	
<u>Dedicated line</u>	0120 (652) 031 (Toll free within Japan) Open from 9:00 a.m. to 9:00 p.m.
<u>Other inquiries</u>	0120 (782) 031 (Toll free within Japan) Open from 9:00 a.m. to 5:00 p.m. (except for weekends and holidays)

For institutional investors	Nominal shareholders (including standing proxies) such as management trust banks, etc. can use the electronic voting rights exercise platform operated by ICJ, Inc., which was incorporated by the Tokyo Stock Exchange, Inc., as the electromagnetic method of exercising voting rights for the General Meeting of Shareholders of the Company, in addition to exercise of voting via the Internet as described above, if an application for participation in the platform is made in advance.
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Convocation of an Adjourned Meeting of the 52nd Annual General Meeting of Shareholders

As announced in the Company's timely disclosure information, "Notice Concerning the Establishment of a Special Investigation Committee and the Convocation of an Adjourned Meeting of the 52nd Annual General Meeting of Shareholders," dated May 24, 2024, it was found that an overseas subsidiary of the Company had made transactions that could constitute noncompliance (hereinafter "the Case"). The Company has established a special investigation committee, and is inquiring into facts of the Case while also examining whether any incidents similar to this Case have occurred. Therefore, a report on the results of audits conducted by the Accounting Auditor for the Company's 52nd fiscal year has not yet been completed.

As a result, the Company will be unable to report the following matters at its 52nd Annual General Meeting of Shareholders to be held on June 25, 2024 (hereinafter "this General Meeting of Shareholders"), which are included in the agenda for this General Meeting of Shareholders:

- Matters to be reported:
1. The Business Report, Consolidated Financial Statements for the Company's 52nd Fiscal Year (April 1, 2023 - March 31, 2024) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 52nd Fiscal Year (April 1, 2023 - March 31, 2024)

Accordingly, the Company will separately hold an adjourned meeting of this General Meeting of Shareholders (hereinafter "the Adjourned Meeting") to report these matters, and at this General Meeting of Shareholders, the Company will propose that the Board of Directors be entrusted to determine the date and time and venue of the Adjourned Meeting (hereinafter "the Proposal"), and seek shareholders' approval of the Proposal.

After the Proposal is approved at this General Meeting of Shareholders, the Company will report these matters to be reported at the Adjourned Meeting.

Therefore, the Business Report, the Consolidated Financial Statements, the Non-consolidated Financial Statements, and results of audits conducted by the Accounting Auditor and the Audit and Supervisory Committee for the Company's 52nd fiscal year have not been posted on the websites used to take measures for providing information for this General Meeting of Shareholders in electronic format or attached to the notice of this General Meeting of Shareholders. These items will be disclosed through measures for providing information in electronic format after the completion of the processes related to year-end closing, and will also be provided for shareholders as an attachment to the notice of the Adjourned Meeting.

As the Adjourned Meeting is part of this General Meeting of Shareholders, shareholders eligible to attend the Adjourned Meeting are the shareholders entitled to exercise voting rights at this General Meeting of Shareholders.

We sincerely apologize for the considerable inconvenience and concern caused, and appreciate your understanding.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Appropriation of Surplus

Regarding the appropriation of surplus, the Company proposes the following.

Matters concerning year-end dividends

The Company recognizes the return of profits to shareholders as one of its most important management issues, and believes that the enhancement of corporate value over the medium to long term will serve as the greatest source of the return of profits. Moving forward, by considering required funds held for business expansion and comprehensively taking into account trends in business results and financial conditions, the Company will strive to maintain a stable dividend policy and agilely implement capital management measures such as the purchase of treasury shares, with the aim of ensuring the return of profits to shareholders over the medium to long term.

Based on the policy described above, as both operating profit and profit attributable to owners of parents reached record highs and exceeded the initial earnings forecasts, the Company proposes the following for the year-end dividend for the fiscal year under review.

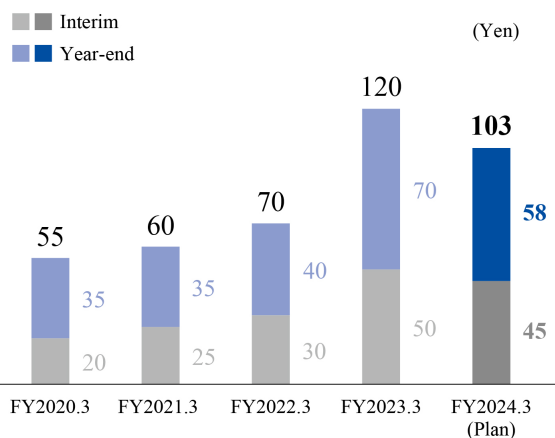
- (1) Matters concerning the allotment of dividend assets and the total amount

Amount per share of common stock: 58.0 yen
 Total amount: 2,488,043,864 yen

Annual dividend for this fiscal year including the interim dividend of 45 yen that has been already paid will be 103 yen per share.

- (2) Effective date of distribution of surplus
 June 26, 2024

Dividend per share




* The dividend for the fiscal year ended March 31, 2023 includes a commemorative dividend for the 50th anniversary of the Company's foundation (20 yen for the interim dividend and 30 yen for the year-end dividend).



Proposal 2: Election of Six (6) Directors Who Are Not Audit and Supervisory Committee Members


The terms of office of all of the seven (7) Directors who are not Audit and Supervisory Committee Members will expire at the adjournment of this Annual General Meeting of Shareholders (the end of discussions to be held on June 25, 2024). Accordingly, the Company proposes to elect six (6) Directors who are not Audit and Supervisory Committee Members.


The candidates are as follows:


No.	Name	Current positions at the Company	Attendance at the Board of Directors meetings	Number of years served as Director
1	<u>Reelection</u> Tomoaki Kitamura <u>Male</u>	Representative Director and President	13/13 (100%)	4 years
2	<u>Reelection</u> Minoru Takeuchi <u>Male</u>	Director Senior Managing Executive Officer	13/13 (100%)	14 years
3	<u>Reelection</u> Isao Asami <u>Male</u>	Director Managing Executive Officer	13/13 (100%)	5 years
4	<u>Reelection</u> Shinya Shishido <u>Outside Independent</u> <u>Male</u>	Director	13/13 (100%)	5 years
5	<u>Reelection</u> Shinichi Yamada <u>Outside Independent</u> <u>Male</u>	Director	13/13 (100%)	4 years
6	<u>Reelection</u> Yumiko Masuda <u>Outside Independent</u> <u>Female</u>	Director	13/13 (100%)	2 years

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	 <p data-bbox="284 573 399 640"> <u>Reelection</u> <u>Male</u> </p> <p data-bbox="228 645 453 701">Tomoaki Kitamura (September 24, 1964)</p> <p data-bbox="217 730 464 853">Number of years served as Director: 4 years (at the conclusion of the meeting)</p>	<p data-bbox="483 271 1182 327">July 2003 Head, Business Development Sector, NTT DATA Corporation</p> <p data-bbox="483 331 1286 387">July 2009 Head, Data Center Business Unit, Business Solution Sector, NTT DATA Corporation</p> <p data-bbox="483 392 1241 448">July 2012 Head, Data Center Business Unit, Fundamental System Platforms Sector, NTT DATA Corporation</p> <p data-bbox="483 452 1225 481">June 2015 President and CEO, NTT DATA TOKAI Corporation</p> <p data-bbox="483 486 1273 542">June 2018 Senior Vice President and Head, Business Solution Sector, NTT DATA Corporation</p> <p data-bbox="483 546 1147 602">June 2018 Director, NTT DATA BUSINESS SYSTEMS CORPORATION</p> <p data-bbox="483 607 1217 636">June 2020 Director and Executive Vice President, the Company</p> <p data-bbox="483 640 1246 669">April 2021 Representative Director and President (current position)</p> <p data-bbox="483 674 978 703">April 2021 Head, Digital Solution Sector</p> <p data-bbox="483 707 823 736">[Significant concurrent positions]</p> <p data-bbox="483 741 639 770">Not applicable</p>	6,666
<p data-bbox="217 857 783 887">[Reasons for nomination and outline of expected roles]</p> <p data-bbox="217 891 1430 1068">Mr. Tomoaki Kitamura has a wealth of experience in technology and R&D and corporate management at a major information and telecommunications company and its group companies. He has been responsible for managing the Group as Representative Director and President since FY2021. The Company expects that he will leverage his abundant experience and achievements to continue promoting the business of the Group and play a role in supervising its business execution for promoting ESG management and creating new corporate value. Therefore, the Company reappoints him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
2	 <p style="text-align: center;"> Reelection Male Minoru Takeuchi (June 21, 1961) </p> <p>Number of years served as Director: 14 years (at the conclusion of the meeting)</p>	<p>April 1985 Joined the Company October 2007 Executive Officer June 2010 Director and Executive Officer April 2016 Executive Managing Director and Executive Officer July 2017 Chairman, DTS SOFTWARE VIETNAM Co., LTD. (current position) April 2018 Chairman, DTS America Corporation (current position) September 2019 Chairman, Nelito Systems Limited (current position) April 2022 Director and Senior Managing Executive Officer, the Company (current position) November 2022 Chairman, Partners Information Technology, Inc. (current position) April 2023 Head of Operations and Solutions Segment and Head of Technology and Solutions Segment, the Company April 2024 Head of Operations and Solutions Segment (current position)</p> <p>[Significant concurrent positions] Chairman, DTS SOFTWARE VIETNAM Co., LTD. Chairman, DTS America Corporation Chairman, Nelito Systems Limited Chairman, Partners Information Technology, Inc.</p>	18,203
<p>[Reasons for nomination and outline of expected roles] In addition to organizational management in the financial sector, Mr. Minoru Takeuchi has a wealth of experience and achievements in global business development through managing Group companies outside Japan, and has been responsible for the management of the Company. The Company expects that he will leverage his experience and achievements to continue promoting the business of the Group and playing a role in supervising its business execution. Therefore, the Company reappoints him as a candidate for Director.</p>			
3	 <p style="text-align: center;"> Reelection Male Isao Asami (October 20, 1964) </p> <p>Number of years served as Director: 5 years (at the conclusion of the meeting)</p>	<p>April 1987 Joined the Company April 2010 General Manager, Corporate Planning Department April 2012 Executive Officer April 2013 General Manager, Embedded Systems Business Department, ICT Sector April 2017 Representative Director and President, DTS INSIGHT CORPORATION (current position) June 2019 Director and Executive Officer, the Company April 2020 Director and Senior Executive Officer April 2022 Director and Managing Executive Officer (current position) March 2024 General Manager, Accounting and Finance Department (current position) June 2024 General Manager, Global Business Promotion Department (to assume the position as of June 1, 2024)</p> <p>[Significant concurrent positions] Representative Director and President, DTS INSIGHT CORPORATION</p>	19,456
<p>[Reasons for nomination and outline of expected roles] In addition to organizational management in the built-in software and telecommunications sector, Mr. Isao Asami has a wealth of experience and achievements in administrative departments, and has been responsible for the management of the Company. The Company expects that he will leverage his experience and achievements to continue promoting the business of the Group and playing a role in supervising its business execution. Therefore, the Company reappoints him as a candidate for Director.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
	 <p style="text-align: center;"> Reelection Outside Independent Male </p> <p style="text-align: center;">Shinya Shishido (September 29, 1948)</p> <p>Number of years served as Director: 5 years (at the conclusion of the meeting)</p>	<p>April 1998 General Manager, Systems Department, Japan Housing Finance Agency</p> <p>May 2001 General Manager, Osaka Branch, Japan Housing Finance Agency</p> <p>June 2003 Director, Japan Housing Finance Agency (retired in March 2007)</p> <p>April 2007 Managing Director, HGS Co., Ltd. (retired in March 2011)</p> <p>June 2007 Representative Director and President, JLS. LTD. (retired in March 2011)</p> <p>April 2011 Chairman, Incorporated Administrative Agency Japan Housing Finance Agency (retired in March 2015)</p> <p>April 2015 Councillor, TOHOKU GAKUIN (retired in March 2019)</p> <p>May 2016 Director, Escrow Agent Japan, Inc. (retired in May 2019)</p> <p>June 2019 Director, the Company (current position)</p> <p>June 2020 Director, Takamatsu Corporation Co., Ltd. (current position)</p> <p>[Significant concurrent positions] Director, Takamatsu Corporation Co., Ltd.</p>	—
4	<p>[Reasons for nomination and outline of expected roles] Mr. Shinya Shishido has abundant experience and a high level of insight as a manager in the housing loan industry and the real estate industry. The Company expects that he will utilize this experience and insight in its management decisions and that he will contribute to strengthening the supervisory functions of business execution and provide advice from a broader perspective. Therefore, the Company reappoints him as a candidate for Outside Director. He will have served as an Outside Director of the Company for five (5) years as of the conclusion of this Annual General Meeting of Shareholders.</p> <p>[Matters concerning Independence] Mr. Shinya Shishido satisfies the requirements for independence as set forth by the Tokyo Stock Exchange. In comprehensive consideration of personal, capital and business relationships between the Company and Mr. Shishido, it is judged that there is no risk of a conflict of interests with general shareholders. Therefore, the Company has determined that his independence has been secured. Mr. Shinya Shishido previously served as an executive officer of Incorporated Administrative Agency Japan Housing Finance Agency and Escrow Agent Japan, Inc. However, the Company has no business relationship with these companies. Mr. Shinya Shishido serves as an executive officer of Takamatsu Corporation Co., Ltd. However, the Group has no business relationship with said company.</p> <p>(Note) Mr. Shinya Shishido is a candidate for Outside Director. The Company has notified the Tokyo Stock Exchange that Mr. Shinya Shishido is an Independent Officer. If his election is approved, the Company will continue to designate him as an Independent Officer.</p>		

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
	 <p style="text-align: center;"> Reelection Outside Independent Male </p> <p style="text-align: center;">Shinichi Yamada (February 25, 1952)</p> <p>Number of years served as Director: 4 years (at the conclusion of the meeting)</p>	<p>June 2003 Director and Deputy Head, Business Development Sector, NTT DATA Corporation</p> <p>May 2004 Director and Head, Business Development Sector, NTT DATA Corporation</p> <p>June 2005 Senior Vice President and Head, Fundamental System Platforms Sector, NTT DATA Corporation</p> <p>June 2007 President and CEO, NTT DATA INTELLILINK Corporation (retired in June 2011)</p> <p>June 2007 Executive Vice President; Head, Fundamental System Platforms Sector and Head, Technology Development Sector, NTT DATA Corporation</p> <p>June 2009 Representative Director and Executive Vice President; Head, Fundamental System Platforms Sector and Head, Technology Development Sector, NTT DATA Corporation</p> <p>July 2009 Representative Director and Executive Vice President; Head, S&T Company; Head, SI Competency Sector and Head, Technology Development Sector, NTT DATA Corporation (retired in June 2011)</p> <p>June 2011 President and CEO, NTT Software Corporation (retired in March 2017)</p> <p>April 2017 Director, NTT TechnoCross Corporation (retired in June 2017)</p> <p>June 2017 Special Advisor, NTT TechnoCross Corporation (retired in June 2018)</p> <p>June 2020 Director, the Company (current position)</p> <p>[Significant concurrent positions] Not applicable</p>	—
5	<p>[Reasons for nomination and outline of expected roles] Mr. Shinichi Yamada has abundant experience and a high level of insight regarding the industry trends and corporate management in the IT industry. The Company expects that he will utilize this experience and insight in its management decisions and that he will contribute to strengthening the supervisory functions of business execution and provide advice from a broader perspective. Therefore, the Company appoints him as a candidate for Outside Director. He will have served as an Outside Director of the Company for four (4) years as of the conclusion of this Annual General Meeting of Shareholders.</p> <p>[Matters concerning Independence] Mr. Shinichi Yamada satisfies the requirements for independence as set forth by the Tokyo Stock Exchange. In comprehensive consideration of personal, capital and business relationships between the Company and Mr. Yamada, it is judged that there is no risk of a conflict of interests with general shareholders. Therefore, the Company has determined that his independence has been secured.</p> <p>Mr. Shinichi Yamada previously served as an executive officer of NTT DATA Corporation, which is one of our business partners. However, as it has already been 13 years since he resigned from said company, and he has not been involved in execution of business of the company after his resignation, the Company has determined that his former position does not have any influence on his independence. NTT DATA Corporation and the Group had business transactions totaling less than ¥10.6 billion per year and less than 10% of net sales (the amount of business transactions including not only sales but also purchasing, etc. as a percentage of gross net sales; hereinafter the same applies.) (consolidated results for the fiscal year ended March 31, 2024).</p> <p>Furthermore, Mr. Shinichi Yamada previously served an executive officer of NTT TechnoCross Corporation (NTT Software Corporation and NTT-IT Corporation were merged into NTT TechnoCross Corporation), which is one of our business partners. However, as it has already been seven years since he resigned from said company, and he has not been involved in execution of business of the company after his resignation, the Company has determined that his former position does not have any influence on his independence. NTT TechnoCross Corporation and the Group had business transactions totaling less than ¥100 million per year and less than 0.1% of net sales (consolidated results for the fiscal year ended March 31, 2024).</p> <p>(Note) Mr. Shinichi Yamada is a candidate for Outside Director. The Company has notified the Tokyo Stock Exchange that Mr. Shinichi Yamada is an Independent Officer. If his election is approved, the Company will continue to designate him as an Independent Officer.</p>		

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
6	 <p style="text-align: center;"> Reelection Outside Independent Female </p> <p style="text-align: center;">Yumiko Masuda (October 20, 1955)</p> <p>Number of years served as Director: 2 years (at the conclusion of the meeting)</p>	<p>May 1990 Joined BELLSYSTEM24, Inc. as Banking Group Manager (retired in June 1996)</p> <p>September 1996 Solution Sales Representative, IBM Japan, Ltd.</p> <p>January 2003 Cluster Partner, Financial Strategy Consulting, GS Consulting Sector, IBM Japan, Ltd. (retired in June 2006)</p> <p>July 2006 Director, Strategic Industry Sales Department, Field Service Administration Division, SAP Japan Co., Ltd. (retired in May 2009)</p> <p>June 2009 Representative Director, Consumer Voice Research Institute, Limited. (current position)</p> <p>June 2018 Outside Director, PC DEPOT CORPORATION (current position)</p> <p>June 2022 Director, the Company (current position)</p> <p>[Significant concurrent positions] Representative Director, Consumer Voice Research Institute, Limited. Outside Director, PC DEPOT CORPORATION</p>	—
<p>[Reasons for nomination and outline of expected roles] Ms. Yumiko Masuda has management experience at multiple major foreign IT companies, and has expertise in consumer- and customer-oriented management and customer relations, and abundant experience and a high level of insight regarding diversity & inclusion. The Company expects that she will utilize this experience and insight in its management decisions and that she will contribute to strengthening the supervisory functions of business execution and provide advice from a broader perspective. Therefore, the Company appoints her as a candidate for Outside Director. She will have served as an Outside Director of the Company for two (2) years as of the conclusion of this Annual General Meeting of Shareholders.</p> <p>[Matters concerning Independence] Ms. Yumiko Masuda satisfies the requirements for independence as set forth by the Tokyo Stock Exchange. In comprehensive consideration of personal, capital and business relationships between the Company and Ms. Masuda, it is judged that there is no risk of a conflict of interests with general shareholders. Therefore, the Company has determined that her independence has been secured. Ms. Yumiko Masuda serves as an executive officer of Consumer Voice Research Institute, Limited. However, the Group has no business relationship with said company.</p> <p>(Note) Ms. Yumiko Masuda is a candidate for Outside Director. The Company has notified the Tokyo Stock Exchange that Ms. Yumiko Masuda is an Independent Officer. If her election is approved, the Company will continue to designate her as an Independent Officer.</p>			

(Notes)

1. There are no special interests between each candidate for Director and the Company.
2. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Mr. Shinya Shishido, Mr. Shinichi Yamada and Ms. Yumiko Masuda to limit their liability stipulated in Article 423, Paragraph 1 of the Companies Act. Under the agreement, their liability is limited to one (1) million yen or the amount stipulated in Article 425, Paragraph 1 of the Companies Act, whichever is greater. If the reappointment of each of these candidates is approved, the Company plans to continue these liability limitation agreements with the candidates.
3. The Company has entered into a directors and officers liability insurance contract stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The insurance covers damages that may arise when the Directors, etc. assume liability for the performance of their duties as well as litigation expenses. If each of the candidates is elected as a Director and assumes office, each of them will be insured under the insurance contract. The term of the insurance contract is one year, and will be renewed by resolution of the Board of Directors prior to the expiration of its term. The insurance premiums are fully borne by the Company.

Proposal 3: Election of Three (3) Directors Who Are Audit and Supervisory Committee Members

Directors who are Audit and Supervisory Committee Members Takao Sakamoto, Taeko Ishii and Yutaka Takei will resign at the adjournment of this Annual General Meeting of Shareholders (the end of discussions to be held on June 25, 2024). Accordingly, the Company proposes to elect three (3) Directors who are Audit and Supervisory Committee Members. If this proposal is approved and resolved, the number of Directors who are Audit and Supervisory Committee Members will be four (4), including the incumbent Directors who are Audit and Supervisory Committee Members.

The Audit and Supervisory Committee has given its consent to this Proposal.


The candidates are as follows:


No.	Name	Current positions at the Company	Attendance at the Board of Directors meetings	Attendance at the Audit and Supervisory Committee meetings	Number of years served as Director who is Audit and Supervisory Committee Member
1	<u>Reelection</u> Takao Sakamoto <u>Male</u>	Director Full-time Audit and Supervisory Committee Member	13/13 (100%)	11/11 (100%)	2 years
2	<u>Reelection</u> Taeko Ishii <u>Outside Independent</u> <u>Female</u>	Director Audit and Supervisory Committee Member	12/13 (92%)	11/11 (100%)	2 years
3	<u>New election</u> Hiroshi Ohno <u>Outside Independent</u> <u>Male</u>	—	—	—	—

(Note)

- Mr. Nobuyasu Iimuro will continue to serve as a Director who is an Audit and Supervisory Committee Member.
- If this proposal is approved and resolved, Ms. Taeko Ishii is to become the chairperson of the Audit and Supervisory Committee.

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	 <p style="text-align: center;"> <u>R reelection</u> <u>Male</u> Takao Sakamoto (January 4, 1961) </p> <p>Number of years served as Director who is Audit and Supervisory Committee Member: 2 years (at the conclusion of the meeting)</p>	<p>April 1987 Joined the Company</p> <p>April 2004 General Manager, Planning Department, Corporate Staff Division</p> <p>April 2007 Executive Officer</p> <p>June 2009 Director and Executive Officer</p> <p>April 2013 General Manager, Human Resources Department</p> <p>March 2014 Representative Director and President, MIRUCA CORPORATION</p> <p>April 2016 Executive Managing Director and Executive Officer, the Company</p> <p>April 2019 Director and Managing Executive Officer</p> <p>March 2020 Director, DTS palette Inc.</p> <p>June 2020 Director, JAPAN SYSTEMS ENGINEERING Corporation</p> <p>June 2022 Corporate Auditor, DTS INSIGHT CORPORATION (current position)</p> <p>June 2022 Director (Full-time Audit and Supervisory Committee Member), the Company (current position)</p> <p>January 2024 Corporate Auditor, avanza Co., Ltd. (current position)</p> <p>[Significant concurrent positions] Corporate Auditor, DTS INSIGHT CORPORATION Corporate Auditor, avanza Co., Ltd.</p>	19,434
<p>[Reasons for nomination and outline of expected roles] Mr. Takao Sakamoto has experience in administrative departments such as company-wide corporate planning and human resources, as well as experience and track records of managing Group companies. In order to utilize his experience in the Company's business execution in the audit structure of the Company, the Company appoints him as a candidate for Director who is an Audit and Supervisory Committee Member.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
2	 <p style="text-align: center;"> Reelection Outside Independent Female Taeko Ishii (May 7, 1956) </p> <p>Number of years served as Director who is Audit and Supervisory Committee Member: 2 years (at the conclusion of the meeting)</p>	<p>April 1986 Registered as an attorney (Member of Dai-Ichi Tokyo Bar Association)</p> <p>March 1992 Deputy Director, Ota Ishii Law Office (current position)</p> <p>April 1998 Civil Conciliation Commissioner, Tokyo District Court (current position)</p> <p>April 2003 Member of Study Group for Case Law on Public Employees, Human resources and Pension Bureau, Ministry of Internal Affairs and Communications (currently Study Group for Case Law on Public Employees, Cabinet Human Resources Bureau, Cabinet Secretariat) (current position)</p> <p>April 2004 Outside Corporate Auditor, Furusato Service Co., Ltd. (current position)</p> <p>November 2007 Special Committee Member, Central Construction Work Disputes Committee, Ministry of Land, Infrastructure, Transport and Tourism (current position)</p> <p>June 2018 Corporate Auditor, the Company</p> <p>June 2018 Outside Audit & Supervisory Board Member, NEC Corporation (retired in June 2022)</p> <p>June 2018 Outside Director, Sumitomo Metal Mining Co., Ltd. (current position)</p> <p>June 2021 Outside Statutory Auditor, Dai Nippon Printing Co., Ltd. (current position)</p> <p>June 2022 Director (Audit and Supervisory Committee Member), the Company (current position)</p> <p>[Significant concurrent positions] Deputy Director, Ota Ishii Law Office Outside Corporate Auditor, Furusato Service Co., Ltd. Outside Director, Sumitomo Metal Mining Co., Ltd. Outside Statutory Auditor, Dai Nippon Printing Co., Ltd.</p>	—
<p>[Reasons for nomination and outline of expected roles] Ms. Taeko Ishii is a licensed attorney, and has abundant experience and expertise regarding legal and labor affairs. The Company expects that she will utilize this experience and expertise in the audit structure of the Company, and that she will contribute to strengthening the supervisory functions of business execution and provide advice from a broader perspective. Therefore, the Company appoints her as a candidate for Outside Director who is an Audit and Supervisory Committee Member. She will have served as an Outside Director who is an Audit and Supervisory Committee Member of the Company for two (2) years as of the conclusion of this Annual General Meeting of Shareholders.</p> <p>[Matters concerning Independence] Ms. Taeko Ishii satisfies the requirements for independence as set forth by the Tokyo Stock Exchange. In comprehensive consideration of personal, capital and business relationships between the Company and Ms. Ishii, it is judged that there is no risk of a conflict of interests with general shareholders. Therefore, the Company has determined that her independence has been secured. Ms. Taeko Ishii serves as an executive officer of Ota Ishii Law Office. However, the Group has no business relationship with said office.</p> <p>(Note) Ms. Taeko Ishii is a candidate for Outside Director who is an Audit and Supervisory Committee Member. The Company has notified the Tokyo Stock Exchange that Ms. Taeko Ishii is an Independent Officer. If her election is approved, the Company will continue to designate her as an Independent Officer.</p>			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	 <p> <u>New election</u> <u>Outside</u> <u>Independent</u> <u>Male</u> Hiroshi Ohno (April 26, 1961) </p>	<p>May 2007 General Manager, Oita Branch, The Chuo Mitsui Trust and Banking Company, Limited</p> <p>October 2008 General Manager, Financial Institutions Department, The Chuo Mitsui Trust and Banking Company, Limited</p> <p>June 2010 General Manager, Shibuya Branch, The Chuo Mitsui Trust and Banking Company, Limited</p> <p>January 2012 General Manager, Corporate Business Department 5, Tokyo, The Chuo Mitsui Trust and Banking Company, Limited</p> <p>April 2012 Executive Officer and General Manager, Corporate Business Department 5, Tokyo, Sumitomo Mitsui Trust Bank, Limited</p> <p>April 2014 Executive Manager, Sumitomo Mitsui Trust Bank, Limited (retired in June 2014)</p> <p>July 2014 Counselor, Construction Business Headquarters, HAZAMA ANDO CORPORATION</p> <p>October 2014 Executive Officer, HAZAMA ANDO CORPORATION</p> <p>April 2023 Counselor in charge of Sales Headquarters, HAZAMA ANDO CORPORATION (retired in March 2024)</p> <p>April 2024 Counselor, The Developer Sanshin Co., Ltd. (current position)</p> <p>[Significant concurrent positions] Not applicable</p>	—
<p>[Reasons for nomination and outline of expected roles] Mr. Hiroshi Ohno has abundant experience and a high level of insight as a manager in the trust banking and construction industry. The Company expects that he will utilize this experience and insight in the audit structure of the Company, and that he will contribute to strengthening the supervisory functions of business execution and provide advice from a broader perspective. Therefore, the Company appoints him as a candidate for Outside Director who is an Audit and Supervisory Committee Member.</p> <p>[Matters concerning Independence] Mr. Hiroshi Ohno satisfies the requirements for independence as set forth by the Tokyo Stock Exchange. In comprehensive consideration of personal, capital and business relationships between the Company and Mr. Ohno, it is judged that there is no risk of a conflict of interests with general shareholders. Therefore, the Company has determined that his independence has been secured. Mr. Hiroshi Ohno previously served as an executive officer of HAZAMA ANDO CORPORATION. However, the Company has no business relationship with the company.</p> <p>(Note) Mr. Hiroshi Ohno is a candidate for Outside Director who is an Audit and Supervisory Committee Member. The Company has notified the Tokyo Stock Exchange that Mr. Hiroshi Ohno is an Independent Officer. If his election is approved, the Company will continue to designate him as an Independent Officer.</p>			

(Notes)

1. There are no special interests between each of the candidates for Directors who are Audit and Supervisory Committee Members and the Company.
2. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Mr. Takao Sakamoto and Ms. Taeko Ishii to limit their liability stipulated in Article 423, Paragraph 1 of the Companies Act. Under the agreement, their liability is limited to one (1) million yen or the amount stipulated in Article 425, Paragraph 1 of the Companies Act, whichever is greater. If the reappointment of each of these candidates is approved, the Company plans to continue these liability limitation agreements with the candidates. If the election of Mr. Hiroshi Ohno is approved, the Company plans to enter into the same liability limitation agreement with him.
3. The Company has entered into a directors and officers liability insurance contract stipulated in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The insurance covers damages that may arise when the Directors, etc. assume liability for the performance of their duties as well as litigation expenses. If each of the candidates is elected as a Director who is an Audit and Supervisory Committee Member and assumes office, each of them will be insured under the insurance contract. The term of the insurance contract is one year, and will be renewed by resolution of the Board of Directors prior to the expiration of its term. The insurance premiums are fully borne by the Company.

[Reference] Skills Matrix

Toward achieving the Company’s Long-Term Outlook (Vision 2030) and the Medium-Term Management Plan (FY2022 to FY2024), we identified skills that Directors are expected to demonstrate in light of the five key issues. These skills and the skills matrix are as follows:

■ Key issues

Increase in the value of proposals; Combination of SI and digital technology; Expansion into new fields and the global market; Enhancement of ESG initiatives; and Reform of its management base

■ Our stance on skills

Skills	Our stance on skills
Corporate management	To <u>enhance ESG initiatives</u> with an aim to become a company that practices sustainable management and grows together with a society, management experience and skills gained at listed companies are expected.
Internationality	To <u>expand into new fields and the global market</u> with an aim to capture new opportunities for business growth and revenue source, insight gained through experiencing overseas businesses and skills for future business development are expected.
Sales / Marketing	To <u>increase the value of proposals</u> through a broad range of proposal capabilities and solutions based on leading technologies, business experience and skills in sales and marketing field are expected.
Development / R&D	To add on digital solution services to the SI business at which we excel with an aim to realize the <u>combination of SI and digital technology</u> , business experience and skills in development / R&D field are expected.
Finance / Capital strategy	Besides accurate financial reporting, to strengthen the operations and <u>reform our management base</u> through continuous investments by taking the advantage of our solid financial base, business experience and skills in finance / capital strategy field are expected.
Human resource development / D&I	To realize diversity and inclusion where employees share the joy of work and respect diversity with an aim to <u>enhance ESG initiatives</u> , business experience and skills in human resource development / D&I field are expected.
Internal control / Risk management	To strengthen governance and to establish and practice risk management systems, as well as to <u>enhance ESG initiatives</u> , business experience and skills in internal control / risk management fields are expected.

■ Skills Matrix

Name		Corporate management	Internationality	Sales / Marketing	Development / R&D	Finance / Capital strategy	Human resource development / D&I	Internal control / Risk management
Tomoaki Kitamura		●		●	●		●	
Minoru Takeuchi			●	●	●			
Isao Asami					●	●		●
Shinya Shishido	Outside			●			●	
	Independent	●						
Shinichi Yamada	Outside	●	●		●			
	Independent							
Yumiko Masuda	Outside		●	●			●	
	Independent							
Takao Sakamoto						●	●	●
Audit and Supervisory	Taeko Ishii	Outside					●	●
		Independent						
Committee Member	Nobuyasu Imuro	Outside	●			●		●
		Independent						
	Hiroshi Ohno	Outside		●		●		
		Independent	●		●		●	

Note: A maximum of four items that are particularly expected to be performed are indicated as ● for each person. Not all expertise and experience are presented in the table.