



February 2, 2024

(Translated from the Japanese original)

Company Name: TIS Inc.  
Representative: Yasushi Okamoto, President and Representative Director  
Stock Listing: Prime Market of the Tokyo Stock Exchange  
Stock Code: 3626  
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**Notice regarding Decision on Purchase of Treasury Stock through Acquisition of Own Shares and Off-Auction Own Share Repurchase Trading System (ToSTNeT-3)  
(Acquisition of treasury stock based on provisions in Articles of Incorporation pursuant to Article 165-2 of the Companies Act of Japan and through ToSTNeT-3)**

At the Board of Directors meeting held today, TIS Inc. (hereafter, “TIS” and “the Company”) resolved to acquire its own shares, under Article 156 of the Companies Act, reinterpreted and applied in accordance with stipulations under Paragraph 3 of said act. Details regarding this decision are provided below.

**Details**

**1. Reason for acquisition of own shares**

TIS was recently notified by several of its corporate shareholders who expressed their intention to sell all respective shareholdings in the Company. When strategic shareholders indicate an intention to sell shares, TIS seeks to respond appropriately and in a way that will not hinder such shareholder action. After considering the aggregate number of shares that this sale might generate, management decided to acquire treasury stock through ToSTNeT-3, as the repurchase would mitigate any short-term impact on share supply and demand and also reduce adverse consequences for existing shareholders. In addition, management sees this acquisition of its own shares as part of the Company’s efforts to implement flexible capital policy matched to a changing operating environment and feels it will help improve capital efficiency as well as shareholder returns.

**2. Acquisition of Treasury Stock through ToSTNeT-3**

**(1) Method of Acquisition**

At 8:45 a.m. on February 5, 2024, the Company will place a purchase order through the Tokyo Stock Exchange Trading Network System for Off-Auction Own Share Repurchase Trading (ToSTNeT-3) at ¥3,314 per share, the closing price (including last special quote) today (February 2, 2024). (No other transaction system or time will be used.)

The purchase order will be made only at the stated transaction time.

(2) Acquisition details

(i)	Class of shares to be acquired	Common stock
(ii)	Total number of shares to be acquired	6,766,000 (maximum) (2.8% of total number of shares issued, excluding own shares)
(iii)	Aggregate acquisition amount	¥22,422,524,000 (maximum)

- Notes: 1. The Company will not change the number of shares to be acquired. However, market conditions and other factors may preclude the acquisition of some or all of the shares in the purchase order.
2. The specified number of shares to be acquired will be purchased on the basis of corresponding sell orders.

(3) Announcement of results

The Company will announce the results of the acquisition after the transaction at 8:45 a.m. on February 5, 2024.

**3. Handling of treasury stock**

In principle, treasury stock held by the Company is limited to 5% of the total number of issued shares, and any amount in excess of 5% is cancelled. Consequently, after considering corporate policy and certain factors, such as eliminating concerns about future stock dilution, management concluded that the amount of newly acquired treasury stock would be cancelled.

**Reference: Treasury stock shareholding status, as of January 31, 2024**

Aggregate number of issued shares (excluding treasury stock)	241,255,685
Number of shares of treasury stock	3,189,726

Note: Number of shares of treasury stock does not include Company stock held by TIS INTEC Group Employees' Shareholding Association Exclusive Trust and Board Incentive Plan (BIP) Trust.

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